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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SING TAO NEWS CORPORATION LIMITED, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# SING TAO NEWS CORPORATION LIMITED

# 星島新聞集團有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1105)

# PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Sing Tao News Corporation Limited to be held at the Conference Room, 3/F, Sing Tao News Corporation Building, 3 Tung Wong Road, Shau Kei Wan, Hong Kong on Thursday, 4 May 2017 at 3:30 p.m. is set out on pages 12 to 14 of this circular. Whether or not you intend to be present at the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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## **DEFINITIONS**

In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM" the annual general meeting of the Company to be held on Thursday,

4 May 2017 at 3:30 p.m. or any adjournment thereof

"Board" the board of Directors

"Company" Sing Tao News Corporation Limited, a company incorporated in

Bermuda with limited liability, the shares of which are listed on

the Stock Exchange

"Directors" the directors of the Company

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" the Hong Kong Special Administrative Region of the People's

Republic of China

"Latest Practicable Date" 13 April 2017, being the latest practicable date prior to the printing

of this circular for ascertaining certain information contained

herein

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

"Repurchase Mandate" a general mandate proposed to be granted to the Directors to

exercise all the powers of the Company to repurchase Shares as

set out in the notice of the AGM

"SFO" the Securities and Futures Ordinance, Chapter 571 of the Laws of

Hong Kong

"Share(s)" ordinary share(s) of HK\$0.2 each in the share capital of the

Company

"Share Issue Mandate" a general mandate proposed to be granted to the Directors to

exercise all the powers of the Company to allot, issue and deal

with new Shares as set out in the notice of the AGM

"Shareholder(s)" holders of the Shares

# **DEFINITIONS**

"Stock Exchange"	The Stor	ek Evchange	of Hong	Kong Limited	
Stock Exchange	1116 3100	LK Exchange	or mong	Kong Limiteu	

"Takeovers Code" The Codes on Takeovers and Mergers and Share Buy-backs issued

by the Securities and Futures Commission as amended from time

to time

# LETTER FROM THE BOARD



# SING TAO NEWS CORPORATION LIMITED

# 星島新聞集團有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1105)

Executive Directors:

Mr. Ho Tsu Kwok, Charles (Chairman)
Mr. Siu Sai Wo (Chief Executive Officer)

Mr. Ho Kent Ching Tak

Mr. Jia Hongping

Mr. Lau Chung Man, Louis

Mr. Lo Wing Hung

Independent Non-Executive Directors:

Ms. Judy Chan

Ms. Ho Chiu King, Pansy Catilina

Mr. King Richard Yun Zing

Mr. Lee Cho Jat

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business:

3/F, Sing Tao News Corporation

Building

3 Tung Wong Road

Shau Kei Wan

Hong Kong

18 April 2017

To the Shareholders,

# PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

## INTRODUCTION

This circular contains information relating to (i) the proposed re-election of the Directors retiring at the AGM; (ii) the Repurchase Mandate; and (iii) the Share Issue Mandate required to be sent to you in compliance with the Listing Rules so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions in relation thereto at the AGM.

<sup>\*</sup> For identification purpose only

## LETTER FROM THE BOARD

#### RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 87 of the Company's bye-laws, Mr. Ho Kent Ching Tak, Mr. Jia Hongping, Mr. King Richard Yun Zing and Ms. Judy Chan will retire by rotation, and being eligible, offer themselves for re-election at the AGM.

Mr. King Richard Yun Zing, being an independent non-executive director of the Company for over 9 years, has given to the Company an annual confirmation of independence pursuant to the independence guidelines under Rule 3.13 of the Listing Rules. The Board, therefore, considers him to be independent and believes that he should be re-elected.

Information on such retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

#### GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 5 May 2016, a general mandate was given to the Directors to exercise the powers of the Company to repurchase the Shares. Under the Listing Rules, such general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM granting the Directors authority to repurchase Shares up to 10% of the total number of issued Shares as at the date of the passing of the relevant resolution approving the Repurchase Mandate.

The Repurchase Mandate will, if granted, remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the bye-laws of the Company to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II to this circular.

## GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to allot, issue and deal with new Shares not exceeding 20%, which is equivalent to 173,221,267 Shares as at the Latest Practicable Date, of the total number of issued Shares as at the date of the passing of the relevant resolution approving the Share Issue Mandate.

The Share Issue Mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the bye-laws of the Company to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

## LETTER FROM THE BOARD

In addition, if the Repurchase Mandate is granted, an ordinary resolution will also be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

In respect of the Repurchase Mandate and the Share Issue Mandate, the Directors wish to state that they have no present intention to exercise the Repurchase Mandate to repurchase the Shares nor the Share Issue Mandate to allot new Shares.

## ACTION TO BE TAKEN

A notice convening the AGM to be held at the Conference Room, 3/F, Sing Tao News Corporation Building, 3 Tung Wong Road, Shau Kei Wan, Hong Kong on Thursday, 4 May 2017 at 3:30 p.m. is set out on pages 12 to 14 of this circular.

A proxy form for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

#### RECOMMENDATION

The Directors consider that the proposed re-election of the Directors retiring at the AGM, the Repurchase Mandate and the Share Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Sing Tao News Corporation Limited
Ho Tsu Kwok, Charles
Chairman

The following is the information, as required to be disclosed by the Listing Rules on the retiring Directors proposed to be re-elected at the AGM.

(1) Mr. Ho Kent Ching Tak (36) has been an Executive Director of the Company since 2014. He is responsible for development of digital media and related businesses for the Group. From 2010 to 2014, Mr. Ho was a Non-Executive Director of the Company. He has years of experience in media business development, wealth management, and investments focusing on high-tech industries. He is the co-founder and is currently a managing partner of Spectrum 28 Capital, a US\$170milion Silicon Valley focused venture capital fund. Previously, he was a founding partner of Harbor Pacific Capital and worked at Goldman Sachs and Sing Tao Newspapers in San Francisco. He is appointed as an honorary trustee of Peking University and honored with the Leader of Tomorrow Award by Hong Kong Tatler in 2016. He holds a Bachelor's degree in Economics and a certificate in the Markets and Management Program from Duke University and a Master's degree in Business Administration from Stanford University. Mr. Ho is the son of Mr. Ho Tsu Kwok, Charles, the Chairman and an Executive Director of the Company.

Mr. Ho does not have any directorship held in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not hold any position with any subsidiaries of the Company save as being a Director. Save as disclosed above, he does not have any relationship with any other Directors or senior management of the Company. As at the Latest Practicable Date, Mr. Ho was granted share options for 2,000,000 and 4,000,000 Shares at a subscription price of HK\$1.16 and HK\$1.01 per Share respectively. Save as disclosed above, Mr. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO.

(2) Mr. Jia Hongping (53) has been an Executive Director of the Company since 2000. He is the Chief Representative of the Beijing office of the Group and also a director of various subsidiaries of the Company. Mr. Jia brings with him a wealth of experience in management, investment and government relations to the Group. Prior to joining the Group, he worked in various capacities in the government departments under the China State Council. In 1998, Mr. Jia joined the Lear Corporation China Limited as executive director and chief representative of its Beijing office. He holds a Bachelor's degree from the Beijing Institute of Technology University.

Mr. Jia does not have any directorship held in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Jia beneficially owns 2,000,000 Shares, representing approximately 0.23% of the total number of issued Shares. He was granted share options for 2,000,000 and 2,500,000 Shares at a subscription price of HK\$1.16 and HK\$1.01 per Share respectively. Save as disclosed above, Mr. Jia does not have any interests in the Shares within the meaning of Part XV of the SFO.

(3) Mr. King Richard Yun Zing (49) has been an Independent Non-Executive Director of the Company since 2004. He is a managing director of investment banking at UBS AG. He is principally responsible for providing corporate finance services to clients in China and Hong Kong. He has over 11 years of investment banking experience in advising corporations, governments and entrepreneurs in financing strategies. Previously, he was a senior member of JP Morgan's investment banking team in Asia, and was a member of the board of directors of J.P. Morgan Securities (Asia Pacific) Limited. Prior to joining JP Morgan, he held senior positions at various renowned institutions including Credit Lyonnais Securities Asia Limited and CITIC Pacific Limited, a Hong Kong listed conglomerate. He holds a Bachelor's degree in Economics from Columbia University in New York.

Mr. King does not have any directorship held in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not hold any position with any subsidiaries of the Company save as being a Director. He does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. King does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. King has a letter of appointment with the Company, which is for a term of two years commencing from 1 January 2017 with renewal option for a further term of two years thereafter, and is subject to retirement and re-election by rotation at the annual general meeting of the Company in accordance with the Company's bye-laws. He has also been appointed as the chairperson of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company. He is entitled to receive an annual remuneration of HK\$180,000 for such appointments. The director's remuneration payable to Mr. King was determined with reference to his duties and responsibilities with the Company and the industry and market conditions.

(4) Ms. Judy Chan (39) has been an Independent Non-Executive Director of the Company since 2013. Ms. Chan is the president of Shanxi Grace Vineyard Company Limited ("GV"), responsible for the business development and operations for the winery and wine business. Under her leadership, GV is considered as one of the best wine producers from China. Ms. Chan is also a director of Origin Holdings (HK) Limited, responsible for the management and financial operations of its businesses of power generation, waste-water treatment plant, property development and investments in Indonesia. She has extensive experience in marketing, branding and trading in the Asia Pacific Region. Prior to joining GV since 2002, she had worked in the human resources department of Goldman Sachs in Hong Kong. She currently serves as a member of the Shanxi Provincial Committee of the Chinese People's Political Consultative Conference. Ms. Chan holds a Bachelor of Arts degree from The University of Michigan. She was awarded the Ernst & Young - Emerging Entrepreneur of the Year in 2010 and Entrepreneur of the Year 2010 for China Hong Kong/Macau Region, and the Asian Wine Personality of the Year 2012 by the drinks business and the Institute of Masters of Wine. Ms. Chan was included in Fortune's "Asia's 25 hottest people in business" rankings in 2012 and was ranked among the 50 most influential persons in the global wine industry by Decanter Magazine in 2013 respectively.

Ms. Chan does not have any directorship held in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. She does not hold any position with any subsidiaries of the Company save as being a Director. She does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Chan does not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Chan has a letter of appointment with the Company, which is for a term of two years commencing from 1 January 2017 with renewal option for a further term of two years thereafter, and is subject to retirement and re-election by rotation at the annual general meeting of the Company in accordance with the Company's bye-laws. She is entitled to receive a director's fee HK\$120,000 per annum. The director's fee payable to Ms. Chan was determined with reference to her duties and responsibilities with the Company and the industry and market conditions.

Each of Mr. Ho Kent Ching Tak and Mr. Jia Hongping has entered into a service contract with the Group which is continuous unless terminated by not less than three months' notice in writing served by either party and is subject to retirement and re-election by rotation at the annual general meeting of the Company in accordance with the Company's bye-laws. The total amount of the directors' emoluments for the financial year ended 31 December 2016 received by each of Mr. Ho and Mr. Jia who stands for re-election at the AGM are set out in note 8 to the financial statements on page 137 of the Company's annual report 2016. The directors' emoluments are determined having regard to their duties in the Group and the industry and market conditions. Each of them is entitled to a discretionary bonus determined at the discretion of the Board with reference to their performance and the performance of the Group.

Save as disclosed above, none of Mr. Ho Kent Ching Tak, Mr. Jia Hongping, Mr. King Richard Yun Zing and Ms. Judy Chan has information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and has matters that need to be brought to the attention of the Shareholders as at the Latest Practicable Date.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

#### 1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares is 866,106,337 Shares.

On the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 86,610,633 Shares. The Shares proposed to be repurchased must be fully paid-up.

#### 2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders. Repurchases of Shares made under the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and the Shareholders.

#### 3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. The Bermuda Companies Act 1981 (as amended) provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2016) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

	Highest	Lowest
	HK\$	HK\$
2016		
April	1.11	1.04
May	1.09	1.01
June	1.04	0.94
July	1.05	0.97
August	1.04	0.96
September	1.02	0.97
October	1.02	0.99
November	1.02	0.97
December	1.05	0.98
2017		
January	1.02	0.99
February	1.02	0.99
March	1.04	0.99
1 April – Latest Practicable Date	1.03	1.00

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

#### 6. TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Ho Tsu Kwok, Charles, Chairman of the Company, beneficially owns 426,197,500 Shares, representing approximately 49.21% of the total number of issued Shares. The Directors are not aware of any obligation to make a mandatory offer under the Takeovers Code.

# 7. GENERAL

None of the Directors, to the best of their knowledge, having made all reasonable enquiries, nor any of their respective close associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### 8. SHARE PURCHASES MADE BY THE COMPANY

The Company did not purchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

# NOTICE OF ANNUAL GENERAL MEETING



# SING TAO NEWS CORPORATION LIMITED

# 星島新聞集團有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1105)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sing Tao News Corporation Limited ("Company") will be held at the Conference Room, 3/F, Sing Tao News Corporation Building, 3 Tung Wong Road, Shau Kei Wan, Hong Kong on Thursday, 4 May 2017 at 3:30 p.m. for the following purposes:

- 1. To receive, consider and approve the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2016.
- 2. To declare a final dividend for the year ended 31 December 2016.
- 3. To declare a special dividend.
- 4. To re-elect directors and to authorise the board of directors to fix the directors' fee.
- 5. To re-appoint auditor and to authorise the board of directors to fix their remuneration.
- 6. To consider as special business and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions of the Company:

#### A. "THAT:

- (a) subject to paragraph A(b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrants or otherwise) by the directors of the Company pursuant to the approval in paragraph A(a) above, otherwise than pursuant to (i) a rights issue; or (ii) any scrip dividends or similar arrangement in accordance with the bye-laws of the Company as amended from time to time; or (iii) any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the employees of the Company or its subsidiaries of shares or rights to subscribe for shares of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or (iv) any rights of subscription or conversion under any existing convertible bonds, debentures or notes of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution; and

<sup>\*</sup> For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of these resolutions:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company."

#### B. "THAT:

- (a) subject to paragraph B(b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the total number of shares of the Company to be purchased, or agreed conditionally or unconditionally to be purchased, by the Company pursuant to the approval in paragraph B(a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution."
- C. "THAT subject to the passing of resolutions No. 6A and No. 6B set out above, the total number of shares of the Company which are repurchased by the Company under the authority granted pursuant to the abovementioned resolution No. 6B shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company under the authority granted pursuant to the abovementioned resolution No. 6A."

By Order of the Board

Sing Tao News Corporation Limited

Ip Ka Yee

Company Secretary

Hong Kong, 29 March 2017

## NOTICE OF ANNUAL GENERAL MEETING

#### Notes:

- 1. A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one (or if he/she holds two or more shares, more than one) proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- 2. In case of joint holders, if more than one of the joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of the relevant shares will alone be entitled to vote in respect of them.
- 3. In case of a corporation, the proxy form must be under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
- In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 5. For the purpose of determining members who are qualified for attending and voting at the meeting, the register of member of the Company will be closed from Wednesday, 26 April 2017 to Thursday, 4 May 2017, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 25 April 2017.
- 6. Detailed information on certain businesses to be transacted at the meeting is set out in the circular to be sent to the shareholders of the Company.
- 7. All resolutions set out in this notice will be decided by poll at the meeting in accordance with the requirements of the Listing Rules.

As at the date of this notice, the board of directors comprise: (1) executive directors: Mr. HO Tsu Kwok, Charles (Chairman), Mr. SIU Sai Wo (Chief Executive Officer), Mr. HO Kent Ching Tak, Mr. JIA Hongping, Mr. LAU Chung Man, Louis and Mr. LO Wing Hung; and (2) independent non-executive directors: Ms. Judy CHAN, Ms. HO Chiu King, Pansy Catilina, Mr. KING Richard Yun Zing and Mr. LEE Cho Jat.