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POLY CAPITAL HOLDINGS LIMITED

保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Poly Capital Holdings Limited (the “**Company**”) will be held at Taichi Room, Unit 3810, 38/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 14 August 2014 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the new ordinary shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) to be issued pursuant to this resolution:

- (a) the Bonus Issue (as defined and described in the circular of the Company dated 28 July 2014 in relation thereto (the “**Circular**”), the transactions contemplated thereunder and the application of such amount standing to the credit of the share premium account of the Company as would be required to pay up in full at par the new Shares to be issued and distributed to members of the Company whose names appear on the register of members of the Company on the Record Date (as defined in the Circular), in the proportion of one (1) new Share (the “**Bonus Share(s)**”) for every existing four (4) Shares held by a Qualifying Shareholder (as defined in the Circular) on the Record Date be and are hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorized to allot and issue such Bonus Shares;

- (b) unless otherwise determined by the Directors, no fractional Bonus Shares shall be issued to members of the Company and fractional entitlements will be aggregated and sold for the benefit of the Company;
- (c) the Bonus Shares to be issued pursuant to this resolution shall rank pari passu in all respects with the existing issued Shares; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the Bonus Issue and the transactions contemplated thereunder.”

By Order of the Board
Poly Capital Holdings Limited
Suen Cho Hung, Paul
Chairman

Hong Kong, 28 July 2014

Head Office and Principal Place of Business in Hong Kong:
Suite 1501, 15th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. The instrument appointing a proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the SGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. Suen Cho Hung, Paul (*Chairman*)
Mr. Sue Ka Lok (*Chief Executive Officer*)
Ms. Lee Chun Yeung, Catherine
Mr. Suen Yick Lun Philip

Independent Non-executive Directors

Mr. Wong Kwok Tai
Mr. Weng Yixiang
Mr. Huang Zhencheng

* *For identification purpose only*