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**MISSION 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 an special general meeting of Mission Capital Holdings Limited (the “**Company**”) will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Thursday, 8 January 2015 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the change of auditors of the Company:

“**THAT** the appointment of Messrs. Deloitte Touche Tohmatsu as the auditor of the Company to fill in the casual vacancy following the resignation of Messrs. HLB Hodgson Impey Cheng Limited with effect from 13 November 2014 and to hold office of auditor of the Company until the conclusion of next annual general meeting of the Company be and is hereby approved, confirmed and ratified and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

\* For identification purpose only

2. To consider and approve the proposed Bonus Warrants Issue:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrants (as defined below) and any new shares of the Company (the “**Shares**”) which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants:

- (a) the directors of the Company (the “**Directors**”) be and are hereby authorised to create 855,670,100 warrants (“**Warrants**”), which shall be in registered form, carrying rights to subscribe for new Shares at the initial exercise price of HK\$0.10 per Share (subject to adjustment) (“**Warrant Shares**”) and shall be exercisable at any time from the date of the issue of the Warrants up to the date immediately preceding the first anniversary of the date of first issue of the Warrants (both dates inclusive) on the terms and conditions set out in the warrant instrument (the “**Warrant Instrument**”) (a copy of a draft of which marked “A” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting), and to issue the Warrants by way of bonus issue, to and among the persons who are registered as Shareholders of the Company as at the close of business on the date to be determined by the directors as the record date for the determination of entitlements to the bonus issue of the Warrants (the “**Record Date**”) in the proportion of one (1) Warrant for every five (5) Shares then held on the Record Date entitling the Warrantholders to subscribe for the Warrant Shares, provided that:
- (i) in the case of persons having registered addresses outside Hong Kong and the directors of the Company are of the view that their exclusion from the issue of Warrants is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the relevant Warrants shall not be issued to such persons but shall be aggregated and sold in the market and the net proceeds of sale, after deduction of expenses, distributed pro rata to such persons unless such amount falling to be distributed to any such person is less than \$100 in which case such amount will be retained for the benefit of the Company; and
- (ii) fractional entitlements to the Warrants will not be issued, but will be aggregated and sold for the benefit of the Company. The net proceeds of the sale will be retained for the benefit of the Company. The Directors of the Company shall do all such acts and things as they consider necessary or expedient to give effect to the foregoing arrangements;

- (b) the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Warrant Shares upon exercise of the subscription rights attaching to the Warrants or any of them, such Warrant Shares shall rank pari passu in all respects with the then existing issued Shares;
- (c) the execution, delivery and performance of the said Warrant Instrument, certificates for the Warrants and all other documents, deeds and instruments under hand or, where necessary, under seal of the Company in accordance with the bye-laws of the Company as the Directors consider necessary or expedient to give effect to the Warrant Instrument and other transactions contemplated in this resolution, be are hereby approved, ratified and confirmed; and
- (d) any Director be and is hereby authorised to sign and execute all such documents, deeds and instruments and to do all such acts and things as the Directors consider necessary or expedient to give effect to the transactions contemplated under this resolution or the Warrant Instrument or in connection thereto.”

By order of the Board  
**Mission Capital Holdings Limited**  
**Suen Yick Lun Philip**  
*Chief Executive Officer*

Hong Kong, 19 December 2014

*Notes:*

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company 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 a general meeting of the Company or at a class meeting. 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 appointor or of his/her attorney duly authorised in writing or, if the appointor 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) 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 branch share registrar in Hong Kong, 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 48 hours before the time appointed for holding special general meeting or 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 meeting 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 any meeting 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. Suen Yick Lun Philip (*Chief Executive Officer*)  
Mr. Lau King Hang

*Independent Non-executive Directors*

Dr. Leung Shiu Ki Albert  
Ms. Chen Wei  
Mr. Wong Yat Fai  
Mr. Man Wai Chuen  
Mr. Wong Kwok Tai  
Mr. Weng Yixiang  
Mr. Huang Zhencheng