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If you have sold or transferred all your shares in SOCAM Development Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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瑞安建業有限公司*
SOCAM Development Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 983)

RE-ELECTION OF DIRECTORS

AND

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES**

A notice convening the annual general meeting of SOCAM Development Limited to be held at Regal Ballroom, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 29 May 2015 at 11:30 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the head office of the Company at 34th Floor, Shui On Centre, 6-8 Harbour Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and any adjournment thereof (as the case may be), should you so wish.

* For identification purpose only

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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 convened to be held on Friday, 29 May 2015 at 11:30 a.m., the notice of which is set out on pages 12 to 15 of this circular
“close associates” “core connected persons” and “substantial or controlling shareholders”	each shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company, as amended, modified or supplemented from time to time
“Company”	SOCAM Development Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 983)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2015, being the latest practicable date for ascertaining certain information referred to in this circular prior to its printing
“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 up to the number of not exceeding 10% of the number of issued Shares at the date of passing the relevant resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong

DEFINITIONS

“Share(s)”	the ordinary share(s) of nominal value of HK\$1.00 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



瑞安建業有限公司*
SOCAM Development Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 983)

Executive Directors:

Mr. Lo Hong Sui, Vincent
Mr. Choi Yuk Keung, Lawrence
Mr. Wong Fook Lam, Raymond

Non-executive Directors:

Mr. Wong Kun To, Philip
Mr. Tsang Kwok Tai, Moses

Independent Non-executive Directors:

Mr. Gerrit Jan de Nys
Ms. Li Hoi Lun, Helen
Mr. Chan Kay Cheung

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

34th Floor
Shui On Centre
6-8 Harbour Road
Hong Kong

27 April 2015

To the Shareholders

Dear Sir or Madam,

RE-ELECTION OF DIRECTORS

AND

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to approve, inter alia, (i) the re-election of Directors; and (ii) the grant of the general mandates to repurchase Shares and to issue Shares.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87(1) of the Bye-laws, Mr. Wong Fook Lam, Raymond, Mr. Wong Kun To, Philip and Mr. Gerrit Jan de Nys shall retire by rotation at the AGM. Except for Mr. Wong Kun To, Philip who does not stand for re-election, both the said Directors, being eligible, will offer themselves for re-election at the AGM. Pursuant to Rule 13.74 of the Listing Rules, the details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES

At the annual general meeting of the Company held on 27 May 2014, ordinary resolutions were passed granting general mandates to the Directors (i) to repurchase Shares on the Stock Exchange up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the resolution; and (ii) to allot, issue and otherwise deal with Shares up to a limit of (a) 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the resolution, plus (b) the nominal amount of any Shares repurchased by the Company.

The general mandates mentioned above will expire at the conclusion of the AGM. Ordinary resolutions will be proposed to renew these mandates. Subject to the passing of the relevant ordinary resolutions at the AGM, the proposed general mandates will continue in force for the period from the passing of such resolutions 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 law to be held; and (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company.

However, the Directors do not at present have any intention to exercise the power to repurchase or issue Shares pursuant to the relevant proposed mandate.

At the Latest Practicable Date, the number of Shares in issue was 484,410,164 Shares. Subject to the passing of the resolution granting the Directors the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the passing of such resolution, the exercise in full of the Repurchase Mandate would result in the repurchase of up to a maximum of 48,441,016 Shares.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Regal Ballroom, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 29 May 2015 at 11:30 a.m. is set out on pages 12 to 15 of this circular. At the AGM, ordinary resolutions will be proposed to approve the re-election of Directors and the renewal of the general mandates to repurchase Shares and to issue Shares.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the head office of the Company at 34th Floor, Shui On Centre, 6-8 Harbour Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be), should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the AGM will be decided by poll. Accordingly, the chairman of the AGM will demand, pursuant to Bye-law 66 of the Bye-laws, a poll for all the proposed resolutions at the AGM. The Company will publish an announcement on the poll results after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to their best knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors believe that the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of such resolutions at the AGM.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
On behalf of the Board
Lo Hong Sui, Vincent
Chairman

The details of the Directors proposed to be re-elected at the AGM are set out below.

Mr. Wong Fook Lam, Raymond

aged 60, has been an executive Director since July 2009 and assumed the role of Managing Director since July 2013. He is the Chief Financial Officer of the Company. He is also a member of the Finance Committee, the Investment Committee and the Executive Committee of the Board and a director of certain subsidiaries of the Company. He joined the Shui On Group in 1989 and was the Finance Director between 1992 and 1995. Mr. Wong was an executive Director from 1997 to 2007. In March 2007, he was appointed as an executive director of China Central Properties Limited (“CCP”), which was listed on the Alternative Investment Market of the London Stock Exchange plc. Following the privatisation of CCP as a wholly-owned subsidiary of the Company in June 2009, he rejoined the Company to take up the position of Chief Financial Officer. He is one of the Trustees of the Shui On Provident and Retirement Scheme. Prior to joining the Shui On Group, Mr. Wong worked with a leading international accounting firm in their London, Melbourne and Hong Kong offices. He is a Fellow of The Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and an Associate of The Institute of Chartered Accountants in Australia.

Mr. Wong has not held any directorship in any other listed companies in the past three years.

At the Latest Practicable Date, Mr. Wong was beneficially interested in 32,000 Shares, representing approximately 0.01% of the issued share capital of the Company. He also had the following interests in the share options granted by the Company:

Date of grant	Subscription price per Share HK\$	Period during which options outstanding are exercisable	Number of Shares subject to the options
12 April 2010	12.22	12 April 2013 to 11 April 2020	700,000
23 June 2011	10.90	23 December 2011 to 22 June 2016	250,000 (Note)

Note: The vesting of this share option is subject to the vesting schedule as set out in the relevant offer letter.

Save as disclosed herein and except for the relationship arising from his position as a Director, Mr. Wong does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wong was not appointed for a specific term and is subject to retirement by rotation at annual general meetings of the Company in accordance with the Bye-laws. There is an employment contract signed between the Company and Mr. Wong, which is determinable by the Company giving three months' notice without payment of compensation other than statutory compensation. His remuneration package is determined by the Remuneration Committee, based on his performance, qualifications and responsibilities. Pursuant to his employment contract with the Company, he is entitled to an annual salary and allowances of HK\$4,550,400 with effect from 1 January 2015. He is also eligible for a performance bonus subject to the approval of the Remuneration Committee. In addition, he is entitled to receive a Director's fee of HK\$10,000 per annum. Total emoluments of Mr. Wong (including Director's fee, salary, performance bonus and other benefits as well as the value of the share options granted by the Company to him) for the year ended 31 December 2014 have been set out in the Remuneration Committee Report as contained in the 2014 Annual Report of the Company.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Gerrit Jan de Nys

aged 71, has been an independent non-executive Director since August 2007. He is also the Chairman of the Finance Committee and a member of the Audit Committee and the Nomination Committee of the Board. He joined the Shui On Group in 1978 as Managing Director of the Construction Materials Division and subsequently also assumed the position of Managing Director of the Construction and Contracting Division, and was appointed Deputy Chairman and Chief Executive of the then publicly listed Shui On (Contractors) Limited in 1988. He left the Shui On Group in 1991 and returned to Australia to set up his own businesses in home building and the leisure industry. In 1994, Mr. de Nys joined the IMC Pan Asia Alliance Group assuming chief executive roles in its subsidiaries and had worked in its Thailand and Singapore offices. He retired from executive responsibilities of the IMC Group in 2006. He is currently a director of the IMC Resources Group in Australia and the Chairman of the Group Audit Committee of IMC Pan Asia Alliance Corporation. He is also a non-executive director of Horizon Oil Limited and, between October 2009 and May 2014, was the non-executive Chairman of Red Sky Energy Limited, both being companies listed on the Australian Securities Exchange. Mr. de Nys has extensive experience in construction. He graduated with a Bachelor of Technology degree in Civil Engineering from The University of Adelaide and was a chartered professional engineer. He is a Fellow of the Institution of Engineers, Australia and The Australian Institute of Company Directors.

Save as disclosed above, Mr. de Nys has not held any directorship in any other listed companies in the past three years.

Mr. de Nys does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein and except for the relationship arising from his position as a Director, Mr. de Nys does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. de Nys entered into a service contract with the Company for his appointment as an independent non-executive Director for a term of three years commencing from 28 May 2013, subject to retirement by rotation at the annual general meetings of the Company in accordance with the Bye-laws. His emoluments are determined by the Board, based on his qualifications and contributions to the Board. Pursuant to the terms of his service contract, he is currently entitled to receive an aggregate annual fee of HK\$450,000 for his membership in the Board and its committees, subject to annual review by the Board.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate.

THE REPURCHASE MANDATE

It is proposed that the Repurchase Mandate will authorise the repurchase of up to 10% of the number of issued Shares at the date of passing the resolution to approve the Repurchase Mandate.

At the Latest Practicable Date, the number of Shares in issue was 484,410,164 Shares. Subject to the passing of the resolution granting the Directors the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the passing of such resolution, the exercise in full of the Repurchase Mandate would result in the repurchase of up to a maximum of 48,441,016 Shares.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Repurchases of Shares pursuant to the Repurchase Mandate will be made out of the funds which are legally available for such purpose in accordance with the Company's memorandum of association and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

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 contained in the Annual Report for the year ended 31 December 2014, in the event that the Repurchase Mandate was exercised in full at any time during the Repurchase Mandate period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent that would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels that, in the opinion of the Directors, are from time to time appropriate for the Company.

DIRECTORS' UNDERTAKING

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

TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to repurchase Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 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 general offer in accordance with Rule 26 of the Takeovers Code.

At the Latest Practicable Date, Shui On Company Limited ("SOCL"), a company controlled by Mr. Lo, the Chairman of the Company, and the parties acting in concert with it were interested in 239,447,300 Shares, representing approximately 49.43% of the issued share capital of the Company. Assuming the shareholdings of SOCL and the parties acting in concert with it remain unchanged, full exercise of the Repurchase Mandate by the Company will result in an increase in the aggregate interest of SOCL and the parties acting in concert with it to approximately 54.92% of the issued share capital of the Company, thus giving rise to an obligation of SOCL to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate that will result in such takeover obligation.

DISCLOSURE OF INTERESTS

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

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

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares, whether on the Stock Exchange or otherwise, has been made by the Company in the six months prior to the Latest Practicable Date.

SHARE PRICES

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

Month	Share Prices	
	Highest HK\$	Lowest HK\$
2014		
April	10.04	8.15
May	9.45	8.55
June	9.46	8.80
July	9.25	7.18
August	7.43	7.04
September	7.39	6.32
October	6.63	6.10
November	7.10	6.38
December	6.72	6.11
2015		
January	7.49	6.27
February	7.29	6.91
March	7.61	6.36
April (up to the Latest Practicable Date)	7.13	6.73

NOTICE OF ANNUAL GENERAL MEETING



瑞安建業有限公司*
SOCAM Development Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 983)

NOTICE IS HEREBY GIVEN that the annual general meeting of SOCAM Development Limited (the “Company”) will be held at Regal Ballroom, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 29 May 2015 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2014.
2. (A) To re-elect Mr. Wong Fook Lam, Raymond as Director.
(B) To re-elect Mr. Gerrit Jan de Nys as Director.
(C) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass (with or without amendments) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (A) “**THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares with a nominal value of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements or options (including bonds, warrants and debentures convertible into shares of the Company) which will or may require the exercise of such powers either during or after the Relevant Period be generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares or rights to acquire shares of the Company; (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; and (iv) any scrip dividend scheme or similar arrangement pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the number of issued shares of the Company at the date of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“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 law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders at a general meeting of the Company.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for shares of the Company open for a period fixed by the Directors of the Company to holders of shares on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares with a nominal value of HK\$1.00 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time be generally and unconditionally approved;
- (b) the number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company at the date of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“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 law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders at a general meeting of the Company.”

(C) “**THAT** the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution no. 4(A) set out in the notice convening this meeting be extended by the addition thereto of the aggregate number of shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 4(B) set out in the notice convening this meeting, provided that such number shall not exceed 10% of the number of issued shares of the Company at the date of this resolution.”

By Order of the Board
Ng Lai Tan, Melanie
Company Secretary

Hong Kong, 27 April 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the head office of the Company at 34th Floor, Shui On Centre, 6-8 Harbour Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should he/she so wish.
- (3) For ascertaining the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 27 May 2015 to Friday, 29 May 2015, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the meeting, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 26 May 2015.
- (4) All the above resolutions will be put to vote at the meeting by way of poll.