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鴻寶資源有限公司

AGRITRADE RESOURCES LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1131)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Agritrade Resources Limited (the “**Company**”) will be held at Empire Room I, Level 1, Empire Hotel Hong Kong-Wanchai, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 31 August 2015 at 3:00 p.m. for the purpose of consideration and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of directors and auditors of the Company for the year ended 31 March 2015;
2. To approve the declaration of a final dividend of HK\$0.01 per share for the year ended 31 March 2015;
3. (A) To re-elect Mr. Ng Say Pek as non-executive director of the Company;
(B) To re-elect Mr. Wong Man Hung, Patrick as executive director of the Company;
(C) To re-elect Mr. Ashok Kumar Sahoo as executive director of the Company;
(D) To re-elect Ms. Lim Beng Kim, Lulu as executive director of the Company;

- (E) To re-elect Mr. Terence Chang Xiang Wen as independent non-executive director of the Company; and
 - (F) To authorise the board of directors (the “**Board**”) of the Company to fix the remuneration of directors;
4. To re-appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

5A. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company or (iii) the exercise of rights of conversion or subscription under the terms of any securities which are convertible into shares of the Company or the share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to relevant eligible participants and/or directors and/or employees of the Company and/or any of his/her/its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed the aggregate of: (aa) 20 per cent of the aggregate nominal amount of the issued ordinary share capital of the Company in issue at the date of passing of this resolution and (bb) if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company, the nominal

amount of share capital of the Company purchased by the Company subsequent to the passing of this resolution up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes 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 Bermuda law or the Company’s bye-laws to be held; and
- (iii) the revocation or variation of the approval given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5B. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, the bye-laws of the Company, and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of the shares of the Company which the Company is authorised to purchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate nominal amount of the issued ordinary share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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 Bermuda law or the Company’s Bye-laws to be held; and
- (iii) the revocation or variation of the approval given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5C. “**THAT**: conditional upon the passing of resolutions no. 5A and no. 5B set out in the notice of this meeting, the aggregate nominal amount of shares which are purchased by the Company pursuant to and in accordance with the said resolution no. 5B shall be added to the aggregate nominal amount of the shares of the Company that may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the directors of the Company pursuant to and in accordance with resolution no. 5A set out in the notice of this meeting, provided that such added amount shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing of this resolution.”

6. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited the approval of the listing of, and permission to deal in, the shares of HK\$0.1 each (the “**Shares**”) in the share capital of the Company to be issued pursuant to the exercise of options to be granted under the share option scheme (the “**Share Option Scheme**”) adopted by an ordinary resolution of the shareholders of the Company

passed on 10 October 2012 and any other share option scheme(s) of the Company, the refreshment of the scheme mandate limit in respect of the maximum number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme (excluding options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options)) to the extent of up to 10 per cent of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and the directors of the Company be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement and to grant options up to the refreshed limit and to exercise all powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the exercise of such options.”

By order of the Board
Agritrade Resources Limited
Ting Kin Wai
Company Secretary

Hong Kong, 31 July 2015

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. 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 notarially certified copy of that power of attorney or authority must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 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 adjourned meeting (as the case may be).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (5) As at the date of this announcement, the Board comprises Mr. Ng Say Pek as the non-executive Chairman; Mr. Wong Man Hung, Patrick as vice-Chairman; Mr. Ng Xinwei, Ms. Lim Beng Kim, Lulu and Mr. Ashok Kumar Sahoo as executive Directors; Mrs. Chen Chou Mei Mei and Mr. Shiu Shu Ming as non-executive Directors and Mr. Chong Lee Chang, Mr. Chan Cheong Yee, Mr. Siu Kin Wai and Mr. Terence Chang Xiang Wen as independent non-executive Directors.