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

**If you have sold or transferred** all your shares in PanAsialum Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# **PanAsialum Holdings Company Limited**

榮陽實業集團有限公司 (incorporated in the Cayman Islands with limited liability) (Stock Code: 2078)

# (1) PROPOSED APPOINTMENT OF NEW DIRECTORS PURSUANT TO A REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING BY EASY STAR HOLDINGS LIMITED (2) PROPOSED RE-ELECTION OF DIRECTORS AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board of PanAsialum Holdings Company Limited (the "**Company**") is set out on pages 2 to 4 of this circular. A notice convening the extraordinary general meeting of the Company to be held at 2:30 p.m. on Friday, 27 May 2016 at 31st Floor, Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong is set out at pages 10 to 11 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed.

Whether or not you intend to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the said meeting or any adjourned meeting thereof should you so wish.

# CONTENTS

#### Page

Definitions	1
Letter from the Board	
Appendix I – Details of Directors proposed for app	ointment by Easy Star 5-6
Appendix II – Details of the Directors proposed to b	e re-elected 7-9
Notice of Extraordinary General Meeting	

# DEFINITIONS

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

"Articles of Association"	the amended and restated articles of association of the Company as amended from time to time;
"Board"	the board of Directors;
"Companies Law"	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
"Company"	PanAsialum Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
"Directors"	the directors of the Company;
"Easy Star"	Easy Star Holdings Limited, holder of 75% of the issued share capital of the Company as at the Latest Practicable Date;
"Extraordinary General Meeting"	the extraordinary general meeting of the Company to be held at 2;30 p.m. on Friday, 27 May 2016 at 31st Floor, Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong, for the purpose of considering and if thought fit, approving the resolutions proposed in this circular;
"Group"	the Company and its subsidiaries;
"HK\$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Latest Practicable Date"	27 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
	8.,
"PRC"	the People's Republic of China;
"PRC" "Share(s)"	
	the People's Republic of China; ordinary share(s) with a nominal value of HK\$0.10 each in the
"Share(s)"	the People's Republic of China; ordinary share(s) with a nominal value of HK\$0.10 each in the issued share capital of the Company;

# LETTER FROM THE BOARD

# **PanAsialum Holdings Company Limited** 榮陽實業集團有限公司

(incorporated in the Cayman Islands with limited liability) (Stock Code: 2078)

*Executive Directors:* Ms. Shao Liyu Mr. Zhu Hong Tao Mr. Ma Yu Yan

Independent Non-executive Directors: Mr. Choi Tze Kit Sammy Mr. Lam Kwok Fai Osmond Mr. Tang Warren Louis Registered Office: Cricket Square, Hutchins Drive PO Box 2681 Grand Cayman, KY1-1111 Cayman Islands

Principal place of business in Hong Kong:
31st Floor, Cambridge House Taikoo Place
979 King's Road Quarry Bay Hong Kong

29 April 2016

To the Shareholders:

Dear Sir or Madam,

# (1) PROPOSED APPOINTMENT OF NEW DIRECTORS PURSUANT TO A REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING BY EASY STAR HOLDINGS LIMITED (2) PROPOSED RE-ELECTION OF DIRECTORS AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

#### **BACKGROUND TO REQUISITION**

On 8 April 2016, the Company received a requisition letter (the "**Requisition Letter**") from Easy Star, the registered holder of 75% of the issued share capital of the Company as at the Latest Practicable Date, requesting that the Board convenes an extraordinary general meeting of the Company for the election of Mr. Cosimo Borrelli and Ms. Chi Lai Man Jocelyn (together, the "**Nominees**") as Directors.

## LETTER FROM THE BOARD

Under the Companies Law and the Articles of Association, the Board has up to 21 days of the date of deposit of the Requisition Letter to proceed to convene an extraordinary general meeting for such election. As such, the Board resolved to duly convene the Extraordinary General Meeting on 27 May 2016 at 2:30 p.m. and to approve the dispatch of this circular and the notice of the Extraordinary General Meeting.

The purpose of this circular is to provide you with the background and information in relation to the resolutions to be proposed at the Extraordinary General Meeting, and to give you notice of the Extraordinary General Meeting at which such resolutions will be proposed.

Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolutions.

#### PRIOR INVOLVEMENT OF BORRELLI WALSH LIMITED IN A MATRIMONIAL MATTER BETWEEN A DIRECTOR AND A FORMER DIRECTOR

Ms. Liyu Shao, Chairlady and Chief Executive Officer of the Company, has informed the Board that: (i) her former legal advisers had, in 2014, engaged in discussions with Borrelli Walsh Limited, of which Mr. Borrelli is the managing director and Ms. Chi is a director, with a view to formally instructing Borrelli Walsh to advise Ms. Shao in her matrimonial matter against Mr. Marcus Pan, a former Director; and (ii) confidential information had been provided to Borrelli Walsh Limited for the purpose of seeking their advice. Given these circumstances and the resulting conflict of interest, Ms. Liyu Shao does not support the proposed appointment of the Nominees as Directors.

#### **PROPOSED RE-ELECTION OF DIRECTORS**

Pursuant to Article 83(3) of the Articles of Association, any Director appointed to fill a casual vacancy to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that general meeting (but shall not be taken into account in determining the Directors or number of Directors who are to retire by rotation at such meeting). Accordingly, in addition to the matters set forth in the Requisition Letter, Mr. Zhu Hong Tao, Mr. Ma Yu Yan, Mr. Choi Tze Kit Sammy, Mr. Lam Kwok Fai Osmond and Mr. Tang Warren Louis, who were appointed as Directors pursuant to Article 83(3) of the Articles of Association by resolutions of the Board, will retire at the Extraordinary General Meeting and, being eligible, offer themselves for re-election.

The biographical details of such retiring Directors are set out in Appendix II to this circular.

#### EXTRAORDINARY GENERAL MEETING

The Company will convene the Extraordinary General Meeting at 2:30 p.m. on Friday, 27 May 2016 at 31st Floor, Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong to consider and if thought fit, approve the resolutions proposed in the notice of the Extraordinary General Meeting as set out on pages 10 to 11 of this circular.

A form of proxy for use in connection with the Extraordinary General Meeting is enclosed herewith. Whether or not you intend to be present and vote at the Extraordinary General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting in person should you so wish. If you attend and vote at the Extraordinary General Meeting, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the Extraordinary General Meeting will be by poll.

#### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from 25 May 2016 to 27 May 2016, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 24 May 2016.

#### **RESPONSIBILITY STATEMENT**

The information contained in this circular in relation to the Nominees has been supplied by Easy Star Holdings Limited, which will accept full responsibility for the accuracy and completeness of such information. This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular, other than the information in respect of the Nominees which has been supplied by Easy Star Holdings Limited and has not been verified by the Company, is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

#### RECOMMENDATIONS

The Directors express no opinion on how Shareholders should vote on the appointment of the Nominees.

The Directors consider the re-election of the Directors to be in the best interest of the Company as well as its Shareholders and would recommend the Shareholders to vote in favour of the resolution to be proposed to re-elect the retiring Directors at the Extraordinary General Meeting.

Yours faithfully For and on behalf of **PanAsialum Holdings Company Limited Shao Liyu** *Chairlady and Chief Executive Officer* 

## **APPENDIX I**

The biographical details of the Nominees are set out below:

#### Mr. Cosimo Borrelli ("Mr. Borrelli")

Mr. Borrelli, aged 49, is a chartered accountant with over 25 years of experience with formal and informal corporate restructuring insolvency and corporate advisory work. He is currently the managing director of Borrelli Walsh Limited, a position he held since 2006. Mr. Borrelli was the managing director of Alvarez and Marsal Asia Limited from 2005 to 2006 and he was an executive director of RSM Nelson Wheeler Corporate Asia Group from 2001 to 2005. Prior to that, Mr. Borrelli was involved in corporate advisory work in Australia and Hong Kong.

Mr. Borrelli graduated with a bachelor degree in economics from the University of Adelaide, Australia in 1989 and obtained a HKSA Diploma in Insolvency from the Hong Kong Society of Accountants in 2001. He is a member of the Institute of Chartered Accountants in Australia, a Fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Borrelli is a director of Acorn International Inc., a company listed on the New York Stock Exchange, a director of PT Berlain Laju Tanker Tbk, a dual-listed company on the Singapore Stock Exchange ("SGX") and the Indonesia Stock Exchange, and non-executive director of Global Invacom Group Limited, a dual-listed company on SGX and the Alternative Investment Market of the London Stock Exchange ("AIM"). Mr. Borrelli was a director of ARC Capital Holdings Limited, a company listed on AIM, from February 2015 to March 2015, and Jaya Holdings Limited, a company listed on SGX, from March 2011 to June 2014. Save as disclosed, Mr. Borrelli has not been a director of any listed companies in Hong Kong and overseas in the three years prior to the Latest Practicable Date.

Mr. Borrelli is currently an authorized representative of the directors of Easy Star Holdings Limited, which is interested in 75% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed, Mr. Borrelli has no relationship with any directors, senior management or substantial shareholders of the Company,

As at the Latest Practicable date, Mr. Borrelli does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the securities of the Company.

Mr. Borrelli has represented to the Company that he has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules.

## **APPENDIX I**

#### Ms. Chi Lai Man Jocelyn ("Ms. Chi")

Ms. Chi, aged 39, has extensive experience in various restructuring, dispute resolution, financial investigation and insolvency assignments in Asia. Ms. Chi as an accountant with RSM Nelson Wheeler Corporate Advisory Services Limited from 2001 to 2005. Ms. Chi joined Borrelli Walsh Limited as a manager in 2006 and is now a director.

Ms. Chi graduated with a bachelor of commerce degree in accounting and finance from Monash University, Australia in 2000, and obtained a Postgraduate Diploma in Advance Accounting from the same university in 2001. She obtained a master degree in corporate finance from the Hong Kong Polytechnic University in 2005. Ms. Chi is a member of the Certified Practising Accountants of Australia, a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Chi has not been a director of any listed companies in Hong Kong and overseas in the three years prior to the Latest Practicable Date.

Ms. Chi is currently an authorized representative of the directors of Easy Star Holdings Limited, which is interested in 75% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed, Ms. Chi has no relationship with any directors, senior management or substantial shareholders of the Company,

As at the Latest Practicable date, Ms. Chi does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the securities of the Company.

Ms. Chi has represented to the Company that she has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules.

### APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the Extraordinary General Meeting are set out below:

#### Mr. Zhu Hong Tao ("Mr. Zhu")

Mr. Zhu was appointed an executive Director of the Company on 1 January 2015. Mr. Zhu, aged 46, was the assistant manager of the planning department of PanAsia Aluminium (China) Limited, a wholly-owned subsidiary of the Group, from August 2012 to June 2013, and was responsible for the coordination of production and delivery of the Group's products. He was the deputy general manager of PanAsia Aluminium (China) Limited from June 2013 to June 2014 and was responsible for the aluminium extrusion production of the Group. Prior to joining our Group, Mr. Zhu was responsible for production management of the injection molding department of the competitive products group (競爭產品事業群成型部門) in Foxconn Group where he had worked for over 18 years since 1994.

Mr. Zhu was responsible for measuring and testing work in Chongqing Hongyang Machinery Factory of China State Shipbuilding Corporation (中國船舶工業總公司重慶分公司國營紅陽機械廠) from 1991 to 1994. Mr. Zhu graduated from the Liaoning Bohai Shipbuilding Industrial School with major in mechanical manufacturing.

Mr. Zhu has entered into a renewed service contract with the Company for a term of three years from 1 January 2016, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Mr. Zhu's emolument is HK\$1,800,000 per annum which is determined by the Board with reference to his experience and his duties and responsibilities in the Company as well as the current market rate.

Mr. Zhu has no relationship with any Directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Zhu does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

#### Mr. Ma Yu Yan ("Mr. Ma")

Mr. Ma was appointed an executive Director of the Company on 1 July 2015. Mr. Ma, aged 62, has over 30 years of experience in aluminium production technology and management and has worked in various metal companies in the People's Republic of China (the "**PRC**") for over 30 years. Prior to joining our Group, he was the chief engineer of Henan Tongren Aluminium Company Limited (河南同人 鋁業有限責任公司) since 2011. He was the chief engineer and general manager of Zhejiang Junma Aluminium Industry Company Limited (浙江軍馬鋁業有限責任公司) from 2007 to 2009 and Luoyang Shoulong Aluminium Industry Company Limited (洛陽首龍鋁業有限責任公司) from 2005 to 2007.

Mr. Ma was awarded a certificate for his notable contribution to engineering technology and received special allowance from the State Council of PRC in 2000. Mr. Ma obtained the qualification of Senior Engineer from the Department of Personnel of Anhui Province, the PRC (中國安徽省人事廳) in 1998. Mr. Ma graduated from Northeastern University, the PRC in 1978 and major in non-ferrous metal pressure processing.

# APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Ma has entered into a service contract with the Company for a term of three years from 1 July 2015, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Mr. Ma's emolument is HK\$1,800,000 per annum which is determined by the Board with reference to his experience and his duties and responsibilities in the Company as well as the current market rate.

Mr. Ma has no relationship with any Directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Ma does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

#### Mr. Choi Tze Kit Sammy ("Mr. Choi")

Mr. Choi was appointed an independent non-executive Director of the Company on 11 February 2016. Mr. Choi, aged 53, has over 30 years of experience in finance and auditing. Mr. Choi graduated from the Hong Kong Shue Yan College (presently known as Hong Kong Shue Yan University). He is an associate member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants ("ACCA"), a fellow Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants ("HKICPA"), a fellow member of the Taxation Institute of Hong Kong and a fellow member of the Hong Kong Institute of Directors. Mr. Choi was an independent non-executive director of Fufeng Group Limited, the shares of which are listed on the Stock Exchange of Hong Kong Limited (Stock Code: 546) from January 2007 to November 2015.

Mr. Choi entered into a letter of engagement with the Company for a term of one year with effect from 11 February 2016 at annual emolument of HK\$360,000 per annum subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company.

Mr. Choi confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Choi has no relationship with any directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Choi does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) in the securities of the Company.

#### Mr. Lam Kwok Fai Osmond ("Mr. Lam")

Mr. Lam, aged 51, was appointed an independent non-executive Director of the Company on 21 March 2016. Mr. Lam has been practicing in the legal field for more than 23 years. He was called to Inner Temple in England and the Hong Kong Bar in February 1988 and December 1991, respectively. Mr. Lam graduated from The Victoria University of Manchester, now known as The University of Manchester, with a Bachelor of Laws degree in July 1986. Mr. Lam has been an independent non-executive Director of Magnum Entertainment Group Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 2080) from November 2013 to May 2015.

# APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Lam entered into a letter of engagement with the Company for a term of one year with effect from 21 March 2016 at annual emolument of HK\$360,000 per annum subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company.

Mr. Lam confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Lam has no relationship with any directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Lam does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) in the securities of the Company.

#### Mr. Tang Warren Louis (Mr. "Tang")

Mr. Tang, aged 39, was appointed an Independent non-executive Director of the Company on 21 March 2016. He was called to the Bar of Hong Kong in the High Court of Hong Kong in December 2001 and since then has been a practising barrister and a member of the Hong Kong Bar Association. Mr. Tang graduated from the University of Toronto in June 1998 with a bachelor of applied science major in computer engineering. He obtained the postgraduate diploma in English and Hong Kong law from Manchester Metropolitan University in July 2000 and the postgraduate certificate in laws from The University of Hong Kong in June 2001. Mr. Tang has been an independent non-executive Director of Global International Credit Group Limited since 22 November 2014, a company whose shares are listed on the Stock Exchange (stock code: 1669).

Mr. Tang entered into a letter of engagement with the Company for a term of one year with effect from 21 March 2016 at annual emolument of HK\$360,000 per annum subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company.

Mr. Tang confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Tang has no relationship with any directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Tang does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) in the securities of the Company.

#### General

None of retiring Directors has been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to their re-election that need to be brought to the attention of the shareholders of the Company.

# NOTICE OF EXTRAORDINARY GENERAL MEETING



#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of PanAsialum Holdings Company Limited (the "**Company**") will be held at 2:30 p.m. on Friday, 27 May 2016 at 31st Floor, Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong for the purpose of considering, and if though fit, approving, the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

- 1. To appoint Mr. Cosimo Borrelli as a non-executive director of the Company.
- 2. To appoint Ms. Chi Lai Man Jocelyn as a non-executive director of the Company.
- 3. To re-elect Mr. Zhu Hong Tao as an executive director of the Company.
- 4. To re-elect Mr. Ma Yu Yan as an executive director of the Company.
- 5. To re-elect Mr. Choi Tze Kit Sammy as an independent non-executive director of the Company.
- 6. To re-elect Mr. Lam Kwok Fai Osmond as an independent non-executive director of the Company.
- 7. To re-elect Mr. Tang Warren Louis as an independent non-executive director of the Company.
- 8. To authorise the board of Directors to fix the remuneration of the Directors.

By Order of the Board **PanAsialum Holdings Company Limited Shao Liyu** *Chairlady and Chief Executive Officer* 

Hong Kong, 29 April 2016

# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- 1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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.
- 3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
- 4. The register of members of the Company will be closed from 25 May 2016 to 27 May 2016 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the forthcoming Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 24 May 2016.

As at the date of this notice, the executive directors of the Company are Ms. Shao Liyu, Mr. Zhu Hong Tao and Mr. Ma Yu Yan, and the independent non-executive directors of the Company are Mr. Choi Tze Kit Sammy, Mr. Lam Kwok Fai Osmond and Mr. Tang Warren Louis.