

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Imperial Pacific International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



IMPERIAL PACIFIC

博華太平洋

IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED

博華太平洋國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1076)

**(I) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(III) PROPOSED AMENDMENTS TO BYE-LAWS AND
ADOPTION OF NEW BYE-LAWS;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined under the section “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 8 of this circular.

The notice convening the AGM of the Company to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 27 June 2016 at 10:00 a.m. is set out on pages 16 to 39 of this circular. Proxy form for use at the AGM is enclosed. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Hong Kong Registrars 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

26 May 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement	9
Appendix II — Details of retiring Directors proposed to be re-elected	12
Notice of AGM	16

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 27 June 2016 or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time, and “Bye-law” construe any bye-law thereof
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“close associate”	has the meaning ascribed to the expression under the Listing Rules
“Company”	Imperial Pacific International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“core connected person”	has the meaning ascribed to the expression under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.0005 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.



IMPERIAL PACIFIC

博華太平洋

IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED

博華太平洋國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1076)

Executive Directors:

Ms. Cai Lingli
Ms. Xia Yuki Yu

Independent Non-executive Directors:

Mr. Eugene Raymond Sullivan
Mr. Robert James Woolsey
Mr. Ng Hoi Yue
Mr. Tso Hon Sai Bosco
Mr. Lee Kwok Leung

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business:*

Suites 7001, 7002 and 7014–7016
70/F., Two International Finance Centre
No. 8 Finance Street
Central, Hong Kong

26 May 2016

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(III) PROPOSED AMENDMENTS TO BYE-LAWS AND
ADOPTION OF NEW BYE-LAWS;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to inform you of the AGM which will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 27 June 2016 at 10:00 a.m. and also provide you with information in relation to the resolutions to be proposed at the AGM, among other matters, to seek the Shareholders' approval for (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of the retiring Directors; and (iii) the amendments to the Bye-laws and the adoption of new Bye-laws.

LETTER FROM THE BOARD

I. GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Board proposes to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the special general meeting of the Company held on 27 July 2015, the then Shareholders approved, inter alia, an ordinary resolution in relation to a general mandate to grant to the Directors to allot up to 27,247,761,536 Shares of HK\$0.0005 each (the “**Existing Mandate**”). As at the Latest Practicable Date, 7,207,777,777 Shares of the Existing Mandate have been utilized. The Board does not rule out the possibility that the Company may carry out further debt and/or equity fund raising plan(s) to strengthen the financial position of the Group in the event that suitable fund raising opportunities arise, the Board may therefore apply any unutilized amount to provide the required ability and flexibility to the Company in selecting methods to raise funds on a timely basis, however, the Company has not yet identified any concrete fund raising plan as at the Latest Practicable Date. The Existing Mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws or upon the exercise of rights of subscription or conversion under the terms of any securities or bonds convertible into Shares) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of grant of such general mandate. In addition, an ordinary resolution will also be proposed to extend the General Mandate by adding to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the General Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the Company had an aggregate of 140,651,474,345 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be allowed under the General Mandate to allot, issue and deal with a maximum of 28,130,294,869 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities

LETTER FROM THE BOARD

and Futures Commission of Hong Kong and the Stock Exchange for such purpose, of up to 10% of the aggregate nominal amount of the issued Shares as at the date of grant of such repurchase mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be allowed under the Repurchase Mandate to repurchase a maximum of 14,065,147,434 Shares.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate up to (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 the Bye-laws or any applicable laws of Bermuda and other relevant jurisdiction to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

II. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1) of the Company's Bye-laws, Mr. Ng Hoi Yue and Mr. Tso Hon Sai Bosco shall retire from office by rotation at the AGM and being eligible, offer themselves for re-election as independent non-executive Directors. Pursuant to Bye-law 86(2) of the Company's Bye-laws, Mr. Eugene Raymond Sullivan and Mr. Robert James Woolsey shall also retire from office at the AGM and being eligible, offer themselves for re-election as independent non-executive Directors.

Particulars relating to each retiring Director who has offered himself for re-election are set out in Appendix II to this circular.

Election of Directors other than retiring Directors

In accordance with Bye-law 88 of the Bye-laws, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting of the intention to propose that person for election as a Director and also a notice signed by that person of his willingness to be elected shall have been lodged at the registered office or the head office of the Company provided that the minimum length of the period, during which such notice is given, shall be at least seven (7) days and that the period shall

LETTER FROM THE BOARD

commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person who has not been recommended by the Directors to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the registered office or the head office of the Company on or after 30 May 2016 but on or before 15 June 2016.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the despatching of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

III. PROPOSED AMENDMENTS TO BYE-LAWS

The Board also proposes at the AGM a special resolution approving certain amendments to the Bye-laws to (i) reflect certain amendments to the Listing Rules; (ii) reflect certain amendments to the laws of Bermuda; and (iii) incorporate certain housekeeping amendments. The Board also proposes to adopt a new set of Bye-laws containing the aforementioned proposed amendments and all amendments made to the Bye-laws previously. Full text of the special resolution containing details of the proposed amendments to the Bye-laws and adoption of a new set of Bye-laws are set out as resolution nos. 9(A) and 9(B) in the notice of the AGM.

The principal proposed amendments to the Bye-laws are as follows:

- (a) to reflect the requirements of the applicable code provisions in the Corporate Governance Code set out in Appendix 14 to the Listing Rules regarding board meetings and general meetings;
- (b) to remove prohibitions on the provision of financial assistance for the purchase of shares of the Company in line with the Companies Act;
- (c) to provide for all resolutions at general meetings of the Company to be decided by poll (other than resolutions that relate purely to a procedural or administrative matter) as required by the Listing Rules;
- (d) to allow the public to inspect the register of members of the Company without charge;
- (e) to allow a Director to vote (and form part of the quorum) on any resolution at board meetings in respect of any proposal concerning another company in which such Director or his close associates (as defined in the Listing Rules) are interested as a shareholder;

LETTER FROM THE BOARD

- (f) to allow the Company to declare dividends or distributions when recording a profit, notwithstanding that the Company may carry a negative retained earnings balance;
- (g) to allow the office of a Director be vacated if the Director shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office; and
- (h) other amendments to better align with the wordings in the Companies Act and the Listing Rules.

Shareholders are advised that the Bye-laws are available only in English and the Chinese translation of the amendments to the Bye-laws as set out in the notice of the AGM in Chinese is for reference only and will not form part of the Bye-laws. In case of any inconsistency, the English version of the Bye-laws shall prevail.

AGM

A notice convening the AGM to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 27 June 2016 at 10:00 a.m. is set out on pages 16 to 39 of this circular.

Form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

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 deposit the same at the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, 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 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the proxy form shall be deemed to be revoked.

An announcement will be made by the Company after the AGM on the results of the AGM pursuant to Rule 13.39(5) of the Listing Rules.

VOTING BY POLL AT THE AGM

Pursuant to Bye-law 66 and Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and therefore, all resolutions will be put to vote by way of poll at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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.

RECOMMENDATION

The Board considers (i) the proposed grant of the General Mandate and the Repurchase Mandate; (ii) the proposed re-election of the retiring Directors; and (iii) the proposed amendments to the Bye-laws and adoption of the new Bye-laws are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board
Imperial Pacific International Holdings Limited
Cai Lingli
Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 140,651,474,345 fully paid Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Directors will be allowed under the Repurchase Mandate to repurchase a maximum of 14,065,147,434 fully paid Shares, representing 10% of the issued share capital of the Company.

3. REASONS FOR REPURCHASE

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

4. FUNDING OF REPURCHASES

Repurchases under the Repurchase Mandate would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the relevant laws of Hong Kong and Bermuda and the Bye-Laws for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2015, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
May	0.200A	0.119A
June	0.650	0.143A
July	0.315	0.130
August	0.250	0.147
September	0.209	0.148
October	0.235	0.160
November	0.275	0.188
December	0.255	0.165
2016		
January	0.179	0.139
February	0.174	0.120
March	0.170	0.123
April	0.169	0.137
May (up to the Latest Practicable Date)	0.157	0.147

A: adjusted retroactively to take into account of the bonus issue which completed on 3 July 2015.

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

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

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares/underlying Shares then in issue:

Name of Shareholders	Number of Shares/ underlying Shares held or short positions	Percentage holding	Percentage holding should Repurchase Mandate be exercised in full
Inventive Star Limited (<i>Note 1</i>)	90,951,989,280 (L) 3,268,733,333 (S)	64.66%	71.84%
Ms. Cui Li Jie (<i>Note 1</i>)	90,951,989,280 (L) 3,268,733,333 (S)	64.66%	71.84%
Mr. Ji Xiaobo (<i>Note 2</i>)	128,071,500,000 (L)	91.06%	101.17%

L: Long position

S: Short position

Note 1: Inventive Star Limited is wholly and beneficially owned by Ms. Cui Li Jie.

Note 2: Mr. Ji Xiaobo held the convertible notes issued by the Company in the principal amount of HK\$400,000,000 which are convertible to 128,000,000,000 conversion shares if the underlying conversion rights are exercised in full.

To the best knowledge of the Directors, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any purchases pursuant to the Repurchase Mandate.

The Company would not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors, who will retire from office and being eligible, offer themselves for re-election at the AGM, are set out below:

1. Mr. Ng Hoi Yue (“Mr. Ng”)

Mr. Ng, aged 51, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He is an associate member of The Institute of Chartered Accountants in England and Wales and a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has been practising as a certified public accountant in Hong Kong since 1989. Mr. Ng is currently an executive director and the Deputy Chief Executive Officer of Asian Citrus Holdings Limited (stock code: 73) and an independent non-executive director of See Corporation Limited (stock code: 491), both are companies listed on the Stock Exchange. He was an independent non-executive director of Landing International Development Limited (stock code: 582), a company listed on the Stock Exchange, for the period from 26 November 2010 to 2 October 2013.

Mr. Ng entered into an appointment letter with the Company on 21 November 2013 for an initial term of one year commencing on 21 November 2013 which is automatically renewable for successive terms of one year upon the expiry of the said term. He is subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Ng is currently entitled to a remuneration of HK\$180,000 per annum. The remuneration of Mr. Ng is determined by the Board with reference to his duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Save as disclosed above, Mr. Ng did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Save as disclosed above, Mr. Ng does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Ng did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. As far as the Directors are aware, there is no information that is required to be disclosed by Mr. Ng pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ng.

2. Mr. Tso Hon Sai Bosco (“Mr. Tso”)

Mr. Tso, aged 51, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He is currently a partner with Messrs. Tso Au Yim & Yeung, Solicitors and has been a Hong Kong practising solicitor since 1990. Mr. Tso received his Bachelor of Laws degree from King’s College London. He is currently an independent non-executive director of Legend Strategy International Holdings Group Company Limited (stock code: 1355), a company listed on the Stock Exchange. He was an independent non-executive director of China Fortune Investments (Holding) Limited (stock code: 8116), a company listed on the Stock Exchange, for the period from 21 May 2007 to 31 July 2015.

Mr. Tso entered into an appointment letter with the Company on 21 November 2013 for an initial term of one year commencing on 21 November 2013 which is automatically renewable for successive terms of one year upon the expiry of the said term. He is subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Tso is currently entitled to a remuneration of HK\$180,000 per annum. The remuneration of Mr. Tso is determined by the Board with reference to his duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Save as disclosed above, Mr. Tso did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Save as disclosed above, Mr. Tso does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Tso did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. As far as the Directors are aware, there is no information that is required to be disclosed by Mr. Tso pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Tso.

3. Mr. Eugene Raymond Sullivan (“Judge Sullivan”)

Judge Sullivan, aged 74, has been appointed as an independent non-executive Director of the Company with effect from 26 November 2015, is a retired federal judge in Washington D.C., the United States of America with more than 16 years of appellate experience. Nominated by President Ronald Reagan and confirmed by the Senate, Judge Sullivan was installed as a Federal Judge in 1986. In 1990, President George H.W. Bush named him the Chief Judge of the U.S. Court of Appeals for the Armed Services. In 2002, he was elevated to Senior Status. Judge Sullivan first graduated from the United States Military Academy, West Point, New York and obtained a Juris Doctor degree from Georgetown University Law Center in 1971. He served in the White House on the legal defense team in 1974. From 1974 to 1982, he was a trial attorney in the U.S. Department of Justice, Washington, D.C. From 1982 until he was installed as a federal judge in 1986, Judge Sullivan served in the Pentagon as the General Counsel and the Chief Ethics Officer of the U.S. Air Force after serving initially as the Deputy General Counsel. Judge Sullivan is currently a partner in the Washington, D.C. office of Pepper Hamilton LLP. During his career in promoting the rule of law, Judge Sullivan has been awarded the Medal of Justice from Romania, the First Class Medal of Defense from Hungary, the Defense Minister’s Citation of Merit from the Republic of China, an honorary LL.D. from New England School of Law, the Air Force Exceptional Civilian Service Medal, the Medal for Distinguished Public Service from the U.S. Department of Defense, and the 2001 Castle Award from the West Point Society of the District of Columbia.

Judge Sullivan entered into an appointment letter with the Company on 26 November 2015 for an initial term of one year commencing on 26 November 2015 which is automatically renewable for successive terms of one year upon the expiry of the said term. He is subject to retirement by rotation and re-election pursuant to the Bye-laws. Judge Sullivan is currently

entitled to a remuneration of US\$100,000 per annum. The remuneration of Judge Sullivan is determined by the Board with reference to his duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Save as disclosed above, Judge Sullivan did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Save as disclosed above, Judge Sullivan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Judge Sullivan held 3,800,000 share options of the Company which enabled him to subscribe for 3,800,000 Shares (representing less than 0.01% of the issued share capital of the Company). Save as the aforementioned, Judge Sullivan did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. As far as the Directors are aware, there is no information that is required to be disclosed by Judge Sullivan pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Judge Sullivan.

4. Mr. Robert James Woolsey (“Ambassador Woolsey”)

Ambassador Woolsey, aged 74, has been appointed as an independent non-executive Director of the Company with effect from 16 May 2016. He held Presidential appointments in two Republican and two Democratic administrations, most recently, from 1993 to 1995, as Director of Central Intelligence under President Bill Clinton. During his twelve years of government service, in addition to heading the CIA and the Intelligence Community, Ambassador Woolsey was Ambassador to the Negotiation on Conventional Armed Forces in Europe from 1989 to 1991, Under Secretary of the Navy from 1977 to 1979, and General Counsel to the U.S. Senate Committee on Armed Services from 1970 to 1973. He was appointed by the President to serve in Geneva, Switzerland, from 1983 to 1986 as Delegate at Large to the U.S. Soviet Strategic Arms Reduction Talks (START) and Nuclear and Space Arms Talks (NST). As an officer in the U.S. Army, he was an adviser on the U.S. Delegation to the Strategic Arms Limitation Talks (SALT I), in Helsinki and Vienna, from 1969 to 1970.

He has served on numerous government and non-profit advisory boards such as the National Commission on Energy Policy and chaired the Clean Fuels Foundation and the New Uses Council. He also served as a Trustee of Stanford University and chaired the Executive Committee of the Board of Regents of The Smithsonian Institution. He has been a member of The National Commission on Terrorism, The Commission to Assess the Ballistic Missile Threat to the U.S., The President’s Commission on Federal Ethics Law Reform, The President’s Blue Ribbon Commission on Defense Management, and The President’s Commission on Strategic Forces.

Ambassador Woolsey has also been a law partner at Shea & Gardner and a Vice President with the consulting firm of Booz Allen Hamilton. He also served on the boards of directors of a number of companies, including British Aerospace, Inc., Martin Marietta and Fairchild Industries. In 2009, he was the Annenberg Distinguished Visiting Fellow at the Hoover Institution at Stanford University; and from 2010 to 2011 he was a Senior Fellow at Yale University, where he taught in the Jackson Institute for Global Affairs. Ambassador Woolsey

received his B.A. degree from Stanford University, where he graduated Magna Cum Laude and Phi Beta Kappa; an M.A. from Oxford University, where he was a Rhodes Scholar; and an LL.B from Yale Law School, where he was Managing Editor of the Yale Law Journal.

Ambassador Woolsey entered into an appointment letter with the Company on 16 May 2016 for an initial term of one year commencing on 16 May 2016 which is automatically renewable for successive terms of one year upon the expiry of the said term. He is subject to retirement by rotation and re-election pursuant to the Bye-laws. Ambassador Woolsey is currently entitled to a remuneration of US\$100,000 per annum. The remuneration of Ambassador Woolsey is determined by the Board with reference to his duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Save as disclosed above, Ambassador Woolsey did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Save as disclosed above, Ambassador Woolsey does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Ambassador Woolsey did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. As far as the Directors are aware, there is no information that is required to be disclosed by Ambassador Woolsey pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Ambassador Woolsey.

NOTICE OF AGM



IMPERIAL PACIFIC

博華太平洋

IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED

博華太平洋國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1076)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Imperial Pacific International Holdings Limited (the “**Company**”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 27 June 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions of the Company:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 December 2015.
2. To re-elect, each as a separate resolution, the following Directors:
 - (a) Mr. Ng Hoi Yue as independent non-executive Director;
 - (b) Mr. Tso Hon Sai Bosco as independent non-executive Director;
 - (c) Mr. Eugene Raymond Sullivan as independent non-executive Director;
 - (d) Mr. Robert James Woolsey as independent non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to appoint additional Directors.
4. To authorize the Board to fix the Directors’ remuneration.
5. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company until the conclusion of the next annual general meeting of the Company and authorise the Board to fix their remuneration.

NOTICE OF AGM

AS SPECIAL BUSINESS

6. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) or on any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of the rules of any other stock exchange as amended from time to time;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the bye-laws of the Company or any other applicable law of Bermuda and other relevant jurisdiction to be held; and

NOTICE OF AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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).”

7. “THAT:

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the bye-laws of the Company or any other applicable law of Bermuda and other relevant jurisdiction to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

8. “**THAT** conditional upon the passing of resolutions no. 6 and 7 set out in the notice of this meeting, the general mandate granted to the Directors pursuant to resolution no. 6 set out in the notice of this meeting and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, warrants, and options be and is hereby extended by the addition thereof at an amount representing the aggregate nominal amount of the share capital of the Company repurchased or otherwise acquired by the Company under the authority granted pursuant to resolution no. 7 set out in the notice of this meeting, provided that such extended amount shall not exceed 10 per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing this resolution no. 8.”

SPECIAL RESOLUTION

9. (A) “**THAT** the bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended in the following manner (unless defined herein, all expressions used in this resolution no. 9(A) shall have the same meaning as set out in the Bye-laws):

(1) Bye-law 1

- (a) by deleting the definition of “Associate” in Bye-law 1.
- (b) by deleting the existing definition of the “Company” in Bye-law 1 and substituting therewith the following:

““Company” Imperial Pacific International Holdings Limited.”

- (c) by inserting the following new definitions in Bye-law 1 in the appropriate alphabetical sequence:

(i) ““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

NOTICE OF AGM

- (ii) ““corporate communication” has the meaning ascribed thereto under the rules of the Designated Stock Exchange and for purposes of these Bye-laws, shall include all communication between the Company and the Directors and/or members of any committee established by the Board in accordance with these Bye-laws, including but not limited to, notice and minutes of meetings, resolutions in writing, agenda and the relevant papers and documents in relation to matters or business to be discussed at meetings or passed by way of written resolutions.”
- (iii) ““close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Bye-law 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.”
- (iv) ““substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”
- (d) by deleting the words “a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong) or” in the definition of “clearing house” in Bye-law 1.

(2) Bye-law 2

- (a) by deleting the existing Bye-law 2(e) in its entirety and substituting therewith the following:
- “(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic

NOTICE OF AGM

display, provided that the same is available for download onto a user's computer or for printing through conventional small office equipment and, in each case, the recipient concerned (where the relevant provision of these Bye-laws require the delivery or service of any document or notice on him in his capacity as Member, Director or otherwise) has, to such extent and in such manner as may be required under all applicable Statutes, rules and regulations (including, without limitation, the rules of the Designated Stock Exchange), elected for the receipt of the relevant document or notice through electronic means and both the mode of service of the relevant document or notice and the recipient's election (if required) comply with all applicable Statutes, rules and regulations;"

- (b) by deleting the existing Bye-law 2(h) in its entirety and substituting therewith the following:

"(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;"

- (c) by deleting the existing Bye-law 2(i) in its entirety and substituting therewith the following:

"(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;"

- (d) by deleting the full stop at the end of the last sentence of the existing Bye-law 2(j) and substituting therewith the words "; and".

- (e) by inserting the following new provision as Bye-law 2(k) immediately after the existing Bye-law 2(j):

"(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not."

NOTICE OF AGM

(3) Bye-law 3

by deleting the existing Bye-law 3(3) in its entirety and substituting therewith the following:

“(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

(4) Bye-law 6

by deleting the existing Bye-law 6 in its entirety and substituting therewith the following:

“6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.”

(5) Bye-law 10

(a) by deleting the words “on a poll” before the words “to one vote” in Bye-law 10(b) and deleting the words “; and” after the words “every such share held by him” in Bye-law 10(b) and substituting therewith a full stop.

(b) by deleting the existing Bye-law 10(c) in its entirety.

(6) Bye-law 16

by deleting the existing Bye-law 16 in its entirety and substituting therewith the following:

“16. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued and representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.”

NOTICE OF AGM

(7) Bye-law 21

by deleting the following sentence from Bye-law 21:

“Where any share certificate is lost, the Company shall first check against the registers maintained by its principal and branch registries for the name of such Member or person who claims to have lost the share certificate. Thereafter, the Company may adopt the procedures set out in Section 71A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of these Articles in issuing any new share certificate to a Member or person who claims to be entitled to have his name entered in the Register.”

(8) Bye-law 43

by inserting the words “, in respect of any shares that are not fully paid,” before the words “the amount paid” in Bye-law 43(1)(a).

(9) Bye-law 44

by deleting the existing Bye-law 44 in its entirety and substituting therewith the following:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

(10) Bye-law 46

by inserting the words “in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or” after the words “any Member may transfer all or any of his shares” in Bye-law 46.

NOTICE OF AGM

(11) Bye-law 51

by deleting the existing Bye-law 51 in its entirety and substituting therewith the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

(12) Bye-law 59

by deleting the existing Bye-law 59 in its entirety and substituting therewith the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.

(2) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.”

NOTICE OF AGM

(13) Bye-law 63

by deleting the existing Bye-law 63 in its entirety and substituting therewith the following:

“63. The president of the Company or the chairman, if one is appointed, shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, or if no such officer is appointed, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

(14) Bye-law 66

by deleting the existing Bye-law 66 in its entirety and substituting therewith the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

NOTICE OF AGM

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

(15) Bye-law 67

by deleting the existing Bye-law 67 in its entirety and substituting therewith the following:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting.”

(16) Bye-law 69

by deleting the existing Bye-law 69 in its entirety and substituting therewith the words “69. [INTENTIONALLY DELETED].”.

(17) Bye-law 70

by deleting the existing Bye-law 70 in its entirety and substituting therewith the words “70. [INTENTIONALLY DELETED].”.

NOTICE OF AGM

(18) Bye-law 73

by deleting the words “whether on a show of hands or on a poll,” after the words “In the case of an equality of votes,” in existing Bye-law 73.

(19) Bye-law 76

by deleting the existing Bye-law 76(2) in its entirety and substituting therewith the following:

“76. (2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

(20) Bye-law 79

by re-numbering the existing Bye-law 79 as Bye-law 79(1) and adding the following new Bye-law 79(2) after the re-numbered Bye-law 79(1):

“79. (2) The Company may, at its absolute discretion, designate from time to time an electronic address for the receipt of any document or information relating to proxies for a meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy). If any document or information required to be sent to the Company under this Bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address in accordance with this Bye-law or if no electronic address is so designated by the Company for the receipt of such document or information.”

(21) Bye-law 80

by deleting the existing Bye-law 80 in its entirety and substituting therewith the following:

“80. 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 such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the

NOTICE OF AGM

meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member 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.”

(22) Bye-law 81

by deleting the words “demand or join in demanding a poll and to” after the words “confer authority to” in the second sentence of Bye-law 81.

(23) Bye-law 82

by deleting the words “, or the taking of the poll,” before the words “at which the instrument of proxy is used” in Bye-law 82.

(24) Bye-law 84

by deleting the existing Bye-law 84(2) in its entirety and substituting therewith the following:

“84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.”

NOTICE OF AGM

(25) Bye-law 86

- (a) by deleting the existing Bye-law 86(1) in its entirety and substituting therewith the following:

“86. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated. Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.”

- (b) by deleting the existing Bye-law 86(4) in its entirety and substituting therewith the following:

“86. (4) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”

(26) Bye-law 87

by deleting the existing Bye-law 87(1) in its entirety and substituting therewith the following:

- “87. (1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years,”

NOTICE OF AGM

(27) Bye-law 88

by deleting the existing Bye-law 88 in its entirety and substituting therewith the following:

“88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

(28) Bye-law 89

- (a) by deleting the words “whereupon the Board resolves to accept such resignation” in existing Bye-law 89(1).
- (b) by deleting the full stop “.” at the end of existing Bye-law 89(6) and substituting therewith the words “; or”.
- (c) by inserting the following new provision as new Bye-law 89(7) immediately after the existing Bye-law 89(6):

“(7) shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.”

(29) Bye-law 92

by deleting the third sentence in Bye-law 92 and substituting therewith the following:

“An alternate Director may be removed at any time by the person or body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director.”

NOTICE OF AGM

(30) Bye-law 94

by inserting the words “(which may be handwritten or made electronically as provided in Bye-law 122)” after the words “signature of an alternate Director” in the existing Bye-law 94.

(31) Bye-law 96

by deleting the existing Bye-law 96 in its entirety and substituting therewith the following:

“96. The ordinary remuneration of the Directors may from time to time be determined by the Company in general meeting or by the Board, and shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Board in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall be deemed to accrue from day to day.”

(32) Bye-law 102

by deleting the existing Bye-law 102 in its entirety and substituting therewith the following:

“102. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Bye-law, a general Notice to the Board by a Director to the effect that:

- (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with that company or firm; or
- (b) he is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient declaration of interest under this Bye-law in relation to any such contract or arrangement, provided that no such Notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.”

NOTICE OF AGM

(33) Bye-law 103

by deleting the existing Bye-law 103 in its entirety and substituting therewith the following:

- “103.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
 - (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
 - (v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

NOTICE OF AGM

- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

(34) Bye-law 115

by deleting the existing Bye-law 115 in its entirety and substituting therewith the following:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or via electronic mail or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director provided that the Secretary shall give at least fourteen (14) days’ notice to all Directors of a regular meeting as prescribed by the rules of the Designated Stock Exchange. For all Board meetings other than a regular meeting, reasonable notice should be given.”

(35) Bye-law 116

by deleting the existing Bye-law 116(2) in its entirety and substituting therewith the following:

“116. (2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting are capable of hearing and speaking to each other throughout the meeting. A person participating in this way is deemed to be present in person at such meeting and is counted in a quorum and entitled to vote. All business transacted at a meeting of the Board is for the purposes of these Bye-laws deemed to be validly and effectively transacted at a meeting of the Board although fewer than two Directors or alternate Directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.”

NOTICE OF AGM

(36) Bye-law 122

- (a) by inserting the following new sentence at the end of Bye-law 122 and re-numbering the existing Bye-law 122 as Bye-law 122(1):

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

- (b) by inserting the following new provision as Bye-law 122(2) immediately after the re-numbered Bye-law 122(1):

“122. (2) Without prejudice to the provision of Bye-law 122(1), a Director (or his alternate Director) may sign or otherwise signify agreement to a resolution in writing of Directors. A Director (or his alternate Director) signifies agreement to a written resolution of Directors when the Company receives from that Director (or from his alternate Director) a document or notification in hard copy form or in electronic form as authenticated by that Director or by his alternate Director in a manner previously agreed between that Director and the Company:

- (a) identifying the resolution to which it relates; and
- (b) indicating that Director’s agreement to the resolution.

Notwithstanding any contrary provisions contained in these Bye-laws and subject to any applicable laws, rules and regulations:

- (i) any signature of the Director or alternate Director to any such resolution in writing may be made electronically, and any such resolution bearing the electronic signature of any Director or alternate Director shall be as valid and effectual as if it were bearing the handwritten signature of the relevant Director or alternate Director. Any such resolution in writing may consist of several documents in like form each signed (whether in handwritten form or in electronic form as aforesaid) by one or more of the Directors or alternate Directors; and
- (ii) any signification of agreement to resolution in writing of Directors authenticated as aforesaid shall be as valid and effectual as if the resolution had been signed by such Director or alternate Director, and a certificate by

NOTICE OF AGM

a Director or the Secretary of such signification and authentication shall be sufficient evidence without further proof thereof.”

(37) Bye-law 127

- (a) by deleting the existing Bye-law 127(1) in its entirety and substituting therewith the following:

“127. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and, subject to Bye-law 132(4), these Bye-laws.”

- (b) by deleting the existing Bye-law 127(2) in its entirety.

- (c) by renumbering the existing Bye-law 127(3) and Bye-law 127(4) as Bye-law 127(2) and Bye-law 127(3) respectively.

(38) Bye-law 128(2)

by deleting the existing Bye-law 128(2) in its entirety and substituting therewith the following:

“128. (2) The Secretary shall have the right to attend all meetings of the Members and shall keep correct minutes of such meetings (which may be in electronic form) and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Act or these Bye-laws or as may be prescribed by the Board.”

(39) Bye-law 129

by deleting the existing Bye-law 129 in its entirety and substituting therewith the words “129. [INTENTIONALLY DELETED].”.

(40) Bye-law 132

by deleting the words “on every business day” and substituting therewith the words “during business hours” after the words “between 10:00 a.m. and 12:00 noon” in Bye-law 132(3).

(41) Bye-law 133(1)

by inserting the words “(which may be in electronic form)” after the word “Minutes” on the first line of Bye-law 133(1).

NOTICE OF AGM

(42) Bye-law 138

by deleting the existing Bye-law 138 in its entirety and substituting therewith the following:

“138. No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”

(43) Bye-law 148

by deleting the words “and subject to Section 40(2A) of the Act” after the words “for the purposes of this Bye-law” in Bye-law 148.

(44) Bye-law 153

(a) By deleting the existing Bye-law 153 in its entirety and substituting therewith the following:

“153. Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”

(b) by inserting the following new provision as Bye-law 153A immediately after the existing Bye-law 153:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise

NOTICE OF AGM

entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon."

- (c) by inserting the following new provision as Bye-law 153B immediately after the new Bye-law 153A:

"153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(45) Bye-law 157

by deleting the existing Bye-law 157 in its entirety and substituting therewith the following:

"157. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed."

(46) Bye-law 160

by deleting the existing Bye-law 160 in its entirety and substituting therewith the following:

"160. Any Notice or document (including any corporate communication, whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by

NOTICE OF AGM

transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

(47) Bye-law 161

by deleting the existing Bye-law 161 in its entirety and substituting therewith the following:

"161. Any Notice or other document (including any corporate communication) given or issued by or on behalf of the Company:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time

NOTICE OF AGM

of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.””

(B) “**THAT** subject to the passing of special resolution no. 9(A) as set out in the notice convening this meeting, a new set of Bye-laws which consolidates all the amendments to the Bye-laws in the past and the proposed amendments referred to in resolution no. 9(A), a copy of which has been marked “A” and produced to this meeting and signed by the chairman of the meeting for the purpose of identification, be and is hereby adopted as the new Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect and any one Director of the Company be and is hereby authorized to do all acts and matters and to sign, execute and deliver all documents as he/she may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the proposed amendments to and the adoption of the new Bye-laws of the Company.”

By Order of the Board
Imperial Pacific International Holdings Limited
Cai Lingli
Executive Director

Hong Kong, 26 May 2016

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such shareholder is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the annual general meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. As at the date of this notice, the Board comprises Ms. Cai Lingli and Ms. Xia Yuki Yu as executive directors; and Mr. Eugene Raymond Sullivan, Mr. Robert James Woolsey, Mr. Ng Hoi Yue, Mr. Tso Hon Sai Bosco and Mr. Lee Kwok Leung as independent non-executive directors.