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漢港控股
SINO HARBOUR HOLDINGS

SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Sino Harbour Holdings Group Limited (the “**Company**”) will be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Tuesday, 26 July 2016 at 10:00 a.m. (or its adjournment) to consider and, if thought fit, transact the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the Company’s independent auditors for the year ended 31 March 2016.
2. A. To re-elect Mr. SHI Feng as an executive Director.
B. To re-elect Ms. CHAN Heung Ling as a non-executive Director.
C. To re-elect Mr. LEE Man To as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint BDO Limited as the Company’s independent auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

5. “**THAT:**

- (A) subject to paragraph (C) of this Resolution below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (D) below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (as defined in paragraph (D) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (D) below);
- (C) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (D) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the by-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 or exchangeable for Shares shall not exceed the aggregate of:
 - (I) 20 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution; and
 - (II) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of the Shares 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 purpose 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 to be held by the bye-laws of the Company or the applicable law(s) of Bermuda; and

(III) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of the Shares on the Company’s register of members 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 applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT:**

A. subject to paragraph (B) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (C) below) of all powers of the Company to repurchase its shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, subject to and otherwise in accordance with the rules and regulations of the SFC and the Stock Exchange as amended from time to time, the bye-laws of the Company (the “**Bye-laws**”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved and authorised;

B. the aggregate number of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution above during the Relevant Period (as defined in paragraph (C) below) shall not exceed 10 per cent. of the aggregate number of the issued Shares 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 to be held by the Bye-laws or the applicable law of Bermuda; or
 - (III) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”
7. “**THAT** conditional on the passing of Resolutions numbered 5 and 6 set out in the notice convening this annual general meeting (the “**Notice**”), the general mandate granted to the Directors pursuant to Resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company (the “**Shares**”) purchased by the Company pursuant to or in accordance with the authority granted under Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10 per cent. of the aggregate number of the issued Shares at the date of the passing of this Resolution.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:
- “**THAT**
- (A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) to be issued pursuant to this Resolution (the “**Bonus Shares**”), and upon the recommendation of the directors of the Company (the “**Directors**”), an amount standing to the credit of the share premium account of the Company be capitalised, and the Directors be and are hereby authorised to apply such sum in paying up in full at par such number of the Bonus Shares and that such Bonus Shares shall be allotted, issued and distributed, credited as fully paid-up at par value on a pro rata basis to and among the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company at the close of business on Thursday, 4 August 2016 (the “**Record Date**”) on the basis of one Bonus Share for every one Share held by such Shareholders as at the close of business on the Record Date;
 - (B) the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank pari passu in all respects with the existing issued Shares as at the close of business on the Record Date;
 - (C) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but are not

limited to, determining the amount to be capitalized out of the share premium account of the Company and the number of Bonus Shares to be allotted, issued and distributed in the manner referred to in paragraph (A) of this Resolution.”

By order of the Board
Sino Harbour Holdings Group Limited
SHI Feng
Deputy Chairman and Executive Director

Hong Kong, 24 June 2016

Registered Office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Place of Business in Hong Kong:

Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hunghom, Kowloon,
Hong Kong

As at the date of this Notice, the Directors are:

Executive Directors:

Mr. SHI Feng (*Deputy Chairman*)
Mr. WONG Lui
Ms. GAO Lan

Non-executive Director:

Ms. CHAN Heung Ling (*Chairlady*)

Independent Non-executive Directors:

Mr. XIE Gang
Mr. LEE Man To
Ms. ZHANG Juan

Notes:

1. The register of members of the Company (the “**Register of Members**”) will be closed from Wednesday, 20 July 2016 to Tuesday, 26 July 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible for attending and voting at the AGM to be held on Tuesday, 26 July 2016, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 19 July 2016.
2. Conditional on the passing of the Resolution No.8 by the Shareholders at the AGM, the Register of Members will be closed from Monday, 1 August 2016 to Thursday, 4 August 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the Bonus Issue, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 29 July 2016.

3. A member of the Company (the “**Member**”) entitled to attend and vote at the AGM convened by the Notice is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more Shares may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
4. A form of proxy for use in connection with the AGM is enclosed. If you are unable to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment, should he so wish and in such event, the proxy shall be deemed to be revoked.
5. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time of the AGM or its adjournment.
6. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
7. In relation to the proposed Resolutions no. 5 and 7 above, the Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular accompanying the Notice.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all the proposed resolutions set out in the Notice will be decided by way of a poll.
10. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

(b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the AGM and where conditions permit, the AGM will be held as scheduled.

(c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

(d) After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
11. The translation into Chinese language of the Notice is for reference only. In case of any inconsistency, the English version shall prevail.