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

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中國全通(控股)有限公司
CHINA ALL ACCESS (HOLDINGS) LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 633)

PROPOSED ISSUE OF CONSIDERATION SHARES
UNDER SPECIFIC MANDATE
AS PART PAYMENT OF THE CONSIDERATION UNDER
PATENT LICENCE AGREEMENT

A letter from the Board is set out on pages 4 to 17 of this circular. A notice convening the EGM to be held at 2402, 24/F., Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong at 2:30 p.m. on 14 July 2016 is set out on pages 63 to 64 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33th Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

27 June 2016

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DEFINITIONS

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

“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“CAA SETD”	China All Access Science And Engineering Technology Development Limited 中國全通科學與工程技術發展有限公司, a limited company incorporated in Hong Kong which is an indirect wholly owned subsidiary of the Company
“Company”	China All Access (Holdings) Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Consideration”	HK\$470,000,000, being the consideration for the grant of the sub-licence by Dr. Li to CAA SETD (for itself and on behalf of the Group) pursuant to the terms and conditions of the Patent Licence Agreement
“Consideration Shares”	the First Batch Consideration Shares and the Second Batch Consideration Shares
“Director(s)”	director(s) of the Company
“Dr. Li”	Dr. Li Hiu Yeung, the inventor of the Patents
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve the Specific Mandate for the allotment and issue of the Consideration Shares
“First Batch Consideration Shares”	80,000,000 Shares to be allotted and issued by the Company to Dr. Li and/or his nominee as part payment of the Consideration in accordance with the terms and conditions of the Patent Licence Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Price”	HK\$2.50, being the issue price per Consideration Share

DEFINITIONS

“Latest Practicable Date”	22 June 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Patents”	the patents invented by Dr. Li and owned by Zhuhai NCA in the PRC, Taiwan and the US in relation to the device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect of the opposite light source, together with renewal and updates thereof, and all applications derived from these patents including division, continuation, continuation in part and reissue, and all rights derived from these patents
“Patent Licence Agreement”	agreement dated 12 May 2016 entered into between the Company, CAA SETD, Zhuhai NCA and Dr. Li in relation to, among others, the sub-licensing of the Patents by Dr. Li to CAA SETD (for itself and on behalf of the Group), as amended by the supplemental agreement entered into by the same parties on 13 June 2016 (details of the amendment are set out in the announcement of the Company dated 13 June 2016)
“PRC”	the People’s Republic of China
“Second Batch Consideration Shares”	84,000,000 Shares to be allotted and issued by the Company to Dr. Li and/or his nominee as part payment of the Consideration in accordance with the terms and conditions of the Patent Licence Agreement
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Specific Mandate”	the specific mandate enabling the Company to allot and issue 164,000,000 new Shares as part payment of the Consideration pursuant to the Patent Licence Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“US”	the United States of America
“Zhuhai NCA”	珠海新概念航空航天器有限公司 (New Concept Aircraft (Zhuhai) Co., Ltd.*), a company established in the PRC which is the registered holder of the Patents
“%”	per cent.

* *The English translation of the Chinese name is for identification purposes only, and should not be regarded as the official English translation of such name.*

This circular has been printed in English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

LETTER FROM THE BOARD



中國全通(控股)有限公司
CHINA ALL ACCESS (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 633)

Executive Directors:

Mr. Chan Yuen Ming
Mr. Shao Kwok Keung
Mr. Xiu Zhi Bao
Mr. YanWei
Mr. Tian Zheng

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Wong Che Man Eddy
Mr. Lam Kin Hung Patrick
Mr. Fung Ka Kin

*Head office and principal place of business
in Hong Kong:*

Level 65
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

27 June 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED ISSUE OF CONSIDERATION SHARES
UNDER SPECIFIC MANDATE
AS PART PAYMENT OF THE CONSIDERATION UNDER
PATENT LICENCE AGREEMENT**

INTRODUCTION

As stated in the Company's announcements dated 12 May 2016 and 13 June 2016, the Group entered into the Patent Licence Agreement with Zhuhai NCA and Dr. Li in relation to, among others, the sub-licensing of the Patents by Dr. Li to CAA SETD (for itself and on behalf of the Group). Pursuant to the Patent Licence Agreement, part of the Consideration shall be settled by the Group by the allotment and issue of the Consideration Shares to Dr. Li under the Specific Mandate proposed to be obtained from the Shareholders at the EGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the Specific Mandate in relation to the issue of the Consideration Shares and other information required to be disclosed under the Listing Rules, and to give you notice of the EGM.

PATENT LICENCE AGREEMENT

Reference is made to the announcements of the Company dated 12 May 2016 in relation to, among others the Patent Licence Agreement.

Date : 12 May 2016

Parties : (1) The Company

(2) CAA SETD, an indirect wholly-owned subsidiary of the Company

(3) Zhuhai NCA

(4) Dr. Li

Licence and sub-licence of the Patents and Consideration

Pursuant to the Patent Licence Agreement, Zhuhai NCA, as registered holder of the Patents, shall irrevocably grant an exclusive licence to Dr. Li in respect of the use of the Patents, including the right to sub-license the Patents to CAA SETD (for itself and on behalf of the Group). Save with the prior consent or otherwise provided in the Patent Licence Agreement, Zhuhai NCA shall not use, transfer, mortgage, or create any encumbrance and third party rights over, the Patents and/or any of its interest during the term of the Patent Licence Agreement.

Pursuant to the Patent Licence Agreement, Dr. Li, as licensee of the Patents, shall irrevocably grant an exclusive sub-licence to CAA SETD (for itself and on behalf of the Group) in respect of the use of the Patents, including the right to further sub-license the Patents to any third parties in the PRC, Taiwan and the US. Save with the prior consent or otherwise provided in the Patent Licence Agreement, Dr. Li shall not, and shall procure Zhuhai NCA not to, use, transfer, mortgage, or create any encumbrance and third party rights over, the Patents and/or any of its interest during the term of the Patent Licence Agreement.

If any of the above licence and/or sub-licence so granted becomes partly or fully invalid at any time during the term of the Patent Licence Agreement for whatever reason, Zhuhai NCA shall immediately grant an exclusive licence to CAA SETD (for itself and on behalf of the Group) directly in respect of the use of the Patents, including the right to further sub-license the Patents to any third parties, during the term of the Patent Licence Agreement at nil consideration.

The Patents

Based on the information provided by Zhuhai NCA and to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Patents were invented in 2008. According to the registration certificates of the Patents, the Patents concern a device named "Li-LA

LETTER FROM THE BOARD

Lens Array” (the “**Device**”). The Device is a group of two lens arrays which increases the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source. Zhuhai NCA is the sole registered holder of the Patents and Dr. Li is named as the sole inventor in the relevant patent registration documents.

The table below sets forth further details of the Patents:

No.	Description of the Patents	Registered owner	Inventor	Place of registration/ issuing authority	Patent number	Initial term
1.	Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source	Zhuhai NCA	Dr. Li	US/ United States Patent and Trademark Office	US 8,378,282 B2	14 December 2009 to 13 December 2029
2.	可縮短對光源採光距離的單位面積光通量增量裝置專利 (Patent in relation to the Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source*)	Zhuhai NCA	Dr. Li	PRC/ State Intellectual Property Office of the People’s Republic of China	ZL 2009 1 0127987.2	25 March 2009 to 24 March 2029
3.	可縮短對光源採光距離的單位面積光通量增量裝置 (Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source*)	Zhuhai NCA	Dr. Li	Taiwan/ Intellectual Property Office, Ministry of Economic Affairs, Republic of China	I406012B1	21 August 2013 to 21 April 2029

According to the registration certificates of the Patents, the Device can increase the luminous flux and light intensity per unit area of natural light from 40% to 80% and the light intensity per unit area of lamp light from 60% to 250%.

* *The English translation of the Chinese name is for identification purposes only, and should not be regarded as the official English translation of such name.*

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As of the Latest Practicable Date, the Patents have not been applied in any product or applications which have been mass-produced. Mass production of any products or applications using the Patents shall take place after completion of further research and development. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the potential application of the Patents and the Device includes but without limitation to, solar energy photovoltaic generation, recycling of light energies and visible light communication, in particular, the application in the following areas:

(a) *increasing the efficiency of solar panels*

The Device can significantly increase the luminous flux and light intensity per unit area which significantly increases the power generating capability of solar panels. Therefore, by applying the Device in solar panels, less photovoltaic (PV) (which is the term of converting solar energy into direct current electricity) wafer and cells are required to generate the same amount of electricity. According to the registration certificate of the Patents, the significant increase in power generating capability will not bring overheating problem which can reduce energy efficiency. Therefore, applying the Device to solar panels can reduce production costs for PV modules for solar panels.

(b) *solar-powered mobile battery chargers*

It is also expected that the Device could be used in solar-powered battery chargers for mobile phones and mobile devices. Such solar-power battery charges are expected to be smaller and cheaper because the Patents enable fewer use of PV modules to output the same amount of electricity.

(c) *Visible light communications (VLC)*

VLC is a data communication medium that uses visible light to transmit data and information. An example of VLC is light fidelity (Li-Fi) which is a high speed wireless communication technology similar to Wi-Fi. Unlike Wi-Fi which uses radio spectrum, Li-Fi uses light to send and receive data. Since Li-Fi uses visible light communication or infra-red and near ultraviolet spectrum which is a much wider spectrum, Li-Fi can carry much more information than Wi-Fi. Based on the information provided by Dr. Li and to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Device could be applied to the receivers of Li-Fi devices which could reduce their "light taking distance" and strengthen the transmission signal.

The Group currently plans to use the Patents in the following manner:

- (i) for the production of different products and devices for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source. Such products and devices will be in turn sold to customers of the Group. Subject to further research and development, it is expected that examples of such products and devices may include concentrator photovoltaics modules used for solar energy generation, solar-powered mobile battery chargers and solar-powered mobile phones and devices; and
- (ii) for incorporating VLC technology into the satellite communications application solution and services and information communications solutions and services of the Group.

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Subject to (i) further research and development on the application of the Patents in various products or applications which can be mass-produced; and (ii) the commercial feasibility of the use of the Patents in products or application (including but not limited to the level of demand in the market, the cost of production and the selling price and profit margin), the Group plans to mass-produce and market such products or applications and will continue to improve them based on the needs of its customers. It is currently expected that the research and development cost in relation to the application of the Patents to be incurred by the Group will be around RMB21 million which will be funded by the internal resources of the Group and the research and development is expected to take around one to three months. Mass production will take place after completion of the research and development. In general, the cost of VLC is expected to be more economical than traditional radio transmission. The Company will mainly focus on the areas of application that provide the “last mile coverage” between each individual end users and fluorescent lamps used as optical transceivers (i.e. the data communication and connectivity between end users and transmitter of data). Currently, it is the plan of the Company to focus on the use of the Patents in solar energy generation to be followed by VLC technology.

Improvements of the Patents

Pursuant to the Patent Licence Agreement:

- (1) if there is any future improvements to the Patents by any member of the Group during the term of the Patent Licence Agreement, all intellectual property rights of such future improvements shall be owned by CAA SETD. CAA SETD shall assign such future improvements to Zhuhai NCA or its designated person at nil consideration, and Zhuhai NCA or its designated person shall grant to CAA SETD an exclusive licence for the use of such future improvements on and subject to the same terms and conditions of the Patent Licence Agreement at nil consideration;
- (2) if there is any future improvements to the Patents by Zhuhai NCA and/or Dr. Li during the term of the Patent Licence Agreement, all intellectual property rights of such future improvements shall be owned by Zhuhai NCA. Zhuhai NCA shall inform CAA SETD of such future improvements and shall grant to CAA SETD an exclusive licence for the use of such future improvements on and subject to the same terms and conditions of the Patent Licence Agreement at nil consideration; and
- (3) if there is any future improvements to the Patents jointly by any member of the Group on one part and Zhuhai NCA and/or Dr. Li on the other part during the term of the Patent Licence Agreement, all intellectual property rights of such future improvements shall be owned by CAA SETD as to 50% and Zhuhai NCA (and as the case may be, Dr. Li) as to 50%. CAA SETD shall assign its 50% interest in such future improvements to Zhuhai NCA or its designated person at nil consideration, and Zhuhai NCA or its designated person shall grant to CAA SETD an exclusive licence for the use of such the future improvements on and subject to the same terms and conditions of the Patent Licence Agreement at nil consideration.

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Consideration

The Consideration for the grant of the sub-licence of the Patents by Dr. Li to the Group under the Patent Licence Agreement is HK\$470,000,000, which shall be settled by the Group in the following manner:

- (1) HK\$200,000,000 thereof shall be settled by the allotment and issue of the First Batch Consideration Shares to Dr. Li and/or his nominee after the Patent Licence Agreement becoming effective and within ten business days after delivery of the relevant application for Shares signed by Dr. Li and/or his nominee;
- (2) HK\$30,000,000 shall be payable in cash to Dr. Li and/or his nominee within ten business days after the prototype of the Group's first product using the Patents (i.e. a photovoltaic module which incorporates the Device into solar panels for generating electricity) having passed the test to be conducted by independent third party testing institution regarding the photovoltaic power generation efficiency and other agreed inspection and acceptance requirements. The test is to compare such prototype of products with ordinary photovoltaic module (i.e. module which does not contain the Device) so as to test the power generation efficiency and the rate of increase in temperature on the photovoltaic module. The results of such test show that photovoltaic module incorporating the Device can significantly increase the luminous flux and light intensity per unit area without bringing overheating problem as compared to that of ordinary photovoltaic module without containing the Device;
- (3) HK\$30,000,000 shall be payable in cash to Dr. Li and/or his nominee on or before 15 July 2016; and
- (4) HK\$210,000,000 thereof shall be settled by the issue of the Second Batch Consideration Shares to Dr. Li and/or his nominee at the first anniversary after the allotment and issue of the First Batch Consideration Shares and within ten business days after delivery of the relevant application for Shares signed by Dr. Li and/or his nominee.

After the Patent Licence Agreement becoming effective upon the satisfaction of the conditions precedent as set out in the paragraph headed "Conditions precedent" below in this letter from the Board, the Second Batch Consideration Shares shall be issued to Dr. Li in the manner as set out in this sub-paragraph (4). Save as the aforementioned, there are no other conditions to be met before the Company issues the Second Batch Consideration Shares to Dr. Li.

The Consideration was determined between the parties after arm's length negotiation with reference to, among others, the valuation (the "**Valuation**") of the Patents by an independent professional valuer, Peak Vision Appraisals Limited (the "**Valuer**"). According to the valuation report prepared by the Valuer, the market value of the Patents was in the sum of HK\$475,000,000 as at 29 February 2016 (the "**Valuation Date**"). The Valuer has adopted the excess earnings method to value the Patents since the Valuer considers that such method is able to reflect the specific characteristics

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of the Patents whilst excluding the value of contributory assets. The excess earnings method determines the value of an intangible asset as the present value of the cash flows attributable to the subject intangible asset after excluding the proportion of cash flows that are attributable to other assets.

The Valuation was prepared by the Valuer on the following principal assumptions as at the Valuation Date:

- (1) the Patents can achieve the outcomes stated in the accompanying descriptions to the Patents including but not limited to, the ability of the Device to increase the luminous flux and light intensity per unit area without significant changes in temperature, for which the Valuer has not taken up any work to verify;
- (2) the devices covered by the Patents will not be copied, substituted or otherwise infringed upon in a manner that materially affects their economic benefit;
- (3) all registration and filing necessary to protect the Patents from infringement has been carried out and all relevant registration fees have been and will continue to be fully paid;
- (4) the availability of finance will not be a constraint on the forecast development of the business plan for the Patents;
- (5) key management, competent personnel and technical staff will all be retained to support the development of the business plan for the Patents;
- (6) all relevant approvals, permits, registrations, licences or other legislative or administrative authority from any local, provincial or national government, or private entity or organisation required to operate in the localities where the holding company of the Patents operates or intends to operate will be officially obtained and renewable upon expiry without any significant payment, unless otherwise stated; and
- (7) there will be no major changes in the political, legal, economic or financial conditions and taxation laws in the localities in which the holding company of the Patents operates or intends to operate, which would adversely affect the revenues and profits attributable to the Patents.

The valuation report prepared by the Valuer is set out in Appendix II to this circular.

Based on the confirmation (the “**Auditors’ Confirmation**”) by HLB Hodgson Impey Cheng Limited, auditors of the Company, the Valuation is prepared based on discounted future cash flows and constitutes a “profit forecast” for the purpose of Rule 14.61 of the Listing Rules but does not involve the adoption of any accounting policies. The Auditors are of the opinion that so far as the calculations are concerned, such discounted future cash flows have been properly compiled in all material respects in accordance with the bases and assumptions adopted by the Directors as set out in the Valuation. Letter from HLB Hodgson Impey Cheng Limited, the auditors of the Company, in respect of the Valuation is set out in Appendix I to this circular.

LETTER FROM THE BOARD

Considering, among others, (i) the Auditors' Confirmation, (ii) the preparation of the Valuation in accordance with the bases and assumption as set out above and (iii) the responsibility of the Valuer which includes carrying out appropriate procedures relevant to the preparation of the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances, pursuant to Rule 14.62(3) of the Listing Rules, the Board is satisfied that the Valuation has been made in accordance with the bases and assumptions as set out in the Valuation after due and careful enquiry.

The cash portion of the Consideration is expected to be funded by the internal resources of the Group.

Engagement of Dr. Li as chief technology officer

Pursuant to the terms of the Patent Licence Agreement, within three business days after the Patent Licence Agreement becoming effective, Dr. Li shall enter into a service agreement with the Company for his engagement as chief technology officer of the Company to facilitate the development of applications and product prototypes for the Group based on his proprietary knowledge and expertise regarding the Patents. The term of service shall commence from the date of signing of the service agreement, and shall last until terminated by not less than three months' notice in writing served by either party to the other. As at the Latest Practicable Date, the Group and Dr. Li are still in the course of negotiating the terms of the Service Agreement, and the monthly salary payable to Dr. Li under the Service Agreement is yet to be decided and agreed between the parties. As at the Latest Practicable Date, the Company had no plan to appoint Dr. Li as a director of the Company.

Biographical information of Dr. Li

Dr. Li graduated in the University of Guangxi (廣西大學) with a bachelor degree in agriculture in 1984. Subsequently, he has obtained a master degree and doctorate degree in aeroplane design and applied mechanics from 北京航空航天大學研究生院 (Graduate School of Beihang University*) in 1990 and 1994 respectively, during which he was the co-inventor of China's first unmanned aerial vehicle for surveillance purpose powered by solar energy with a patent registered in the PRC. Dr. Li has more than 30 years of experience in scientific research and technological application covering bionics, new energy, optical science, solar energy, telemetry, aero vehicles, etc. From September 1984 to July 1987, Dr. Li worked as the person-in-charge for the Forestry aeronautical telemetry technology research institute in 廣西林業勘測設計院 (Guangxi Forestry Survey Design Institute*). Starting from March 1993, he has been a director and the chief technical officer of 翌洋航空工程設備有限公司 (Lyon Aviation Engineering Equipment Co., Ltd*). Starting from May 1999, he has been a director and the chief technical officer of 珠海翌洋航空技術有限公司 (Zhuhai Lyon Aviation Engineering Technology Co., Ltd*). From 2000 to 2002, Dr. Li invented the world's first unmanned aerial vehicle with compound wing powered by solar energy with a patent registered in the PRC. From 2003 to 2008, Dr. Li proposed the light group field theory which has re-recognised the essence of light and its motion characteristics and is completely different from classical physics, quantum physics and other optical theories, which formed the foundation for Dr. Li's invention of the Device in 2008. Starting from

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January 2004, he has been a director and the chief technical officer of 珠海新概念航空航天器有限公司 (New Concept Aircraft (Zhuhai) Co., Ltd.*). In 2008, Dr. Li published a paper in “Frontier Science*” (《前沿科學》) (a science periodical in China) in relation to the light group field theory.

Conditions precedent

Under the Patent Licence Agreement, the Patent Licence Agreement shall become effective upon the satisfaction of the following conditions:

- (1) the Board (including the independent non-executive Directors) having approved the transactions contemplated under the Patent Licence Agreement;
- (2) the approval by the Shareholders of the issue of the Consideration Shares being obtained at the EGM; and
- (3) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares.

No parties shall have the right to waive and/or vary any of the conditions as set out above. If any of the conditions above is not fulfilled on or before 31 July 2016, the Patent Licence Agreement shall not become effective and shall automatically be cancelled.

As at the Latest Practicable Date, only the condition set out in (1) above had been fulfilled.

Term of the Patent Licence Agreement

The Patent Licence Agreement shall be effective from the date when all the conditions set out in the paragraph headed “Conditions precedent” above having been fulfilled to the date of expiry of the registration of the last Patent (including any renewal thereof to the extent so permitted under the applicable laws in the PRC, Taiwan and the US).

Information on Zhuhai NCA and Dr. Li

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, (i) Zhuhai NCA is a company established in the PRC with limited liability and its permitted business scope includes technical research on small to micro size aeronautical devices, provision of aeronautical technical solutions and consultation services, and research, development and design of new energy devices; (ii) Zhuhai NCA is wholly-owned by Dr. Li; and (iii) Dr. Li is an individual holding Hong Kong permanent resident identity card.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, Dr. Li and Zhuhai NCA are third parties independent of the Company and the connected persons (as defined in the Listing Rules) of the Company.

LETTER FROM THE BOARD

ISSUE OF THE CONSIDERATION SHARES UNDER SPECIFIC MANDATE

The 164,000,000 Consideration Shares represent approximately (i) 8.93% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) 8.20% of the enlarged issued share capital of the Company upon the issue of all such Consideration Shares (assuming that there is no other change in the issued share capital of the Company).

The Issue Price represents:

- (i) a premium of approximately 2.04% over the closing price of HK\$2.45 per Share as quoted on the Stock Exchange on 12 May 2016, being the date of the Patent Licence Agreement; and
- (ii) a premium of approximately 1.79% over the average closing price of HK\$2.456 per Share as quoted on the Stock Exchange for the five consecutive trading days preceding the date of the Patent Licence Agreement.

IMPACT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after issue of the First Batch Consideration Shares; and (iii) immediately after issue of the Second Batch Consideration Shares (assuming that there will be no other change in the issued share capital of the Company):

	As at the Latest Practicable Date		Immediately after the issue of the First Batch Consideration Shares		Immediately after the issue of the Second Batch Consideration Shares	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Director						
Mr. Chan Yuen Ming (Note)	583,566,000	31.79	583,566,000	30.46	583,566,000	29.18
Public						
Dr. Li	—	—	80,000,000	4.18	164,000,000	8.20
Other public Shareholders	<u>1,252,157,216</u>	<u>68.21</u>	<u>1,252,157,216</u>	<u>65.36</u>	<u>1,252,157,216</u>	<u>62.62</u>
Sub-total:	<u>1,252,157,216</u>	<u>68.21</u>	<u>1,332,157,216</u>	<u>69.54</u>	<u>1,416,157,216</u>	<u>70.82</u>
Total	<u>1,835,723,216</u>	<u>100.00</u>	<u>1,915,723,216</u>	<u>100.00</u>	<u>1,999,723,216</u>	<u>100.00</u>

Note: 582,566,000 Shares of which are held by Creative Sector Limited, which is wholly owned by Mr. Chan Yuen Ming, an executive Director.

LETTER FROM THE BOARD

Specific mandate

The Consideration Shares will be issued under the Specific Mandate proposed to be obtained from the Shareholders at the EGM.

Ranking of the Consideration Shares

The Consideration Shares shall rank equally among themselves and pari passu in all respects with the Shares in issue on the date of allotment and issue of such Consideration Shares.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

GENERAL INFORMATION ON THE GROUP

The Group is principally engaged in provision of integrated information communication application solutions and services, and research and development and production of a wide spectrum of products and parts in the supply chain of various types of mobile terminals.

REASONS FOR THE ISSUE OF THE CONSIDERATION SHARES

As set out in the announcement of the Company on 12 May 2016, the Group has been looking for suitable investment opportunities to expand its business and maximize shareholders' returns. By entering into the Patent Licence Agreement and issuing the Consideration Shares to Dr. Li, the Group will have the exclusive right to use of the Patents. The Board believes that the Patents have promising potential in different fields of application, and subject to successful development of products and applications under the Patents by the Group, such products and applications will generate substantial value for the Group. In particular, the Board believes that the Group will be benefited by the Patents by tapping into the business of solar energy and optic communication sectors which are increasingly important in light of the growing demand for renewable energy and massive need of data and information communication solution. The Board believes that engaging in the new business of solar energy can widen the scope of business of the Group and may bring additional source of revenue to the Group which is in the best interest of the Company and the Shareholders as a whole.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, including but not limited to (i) conducting market research on solar energy and optic communication sector; (ii) management's discussion with end-users for products and applications to which the Patents may potentially be applied; and (iii) engaging testing institution regarding the function and usage of the Patents as mentioned in sub-paragraph (2) of the paragraph headed "Consideration" above, the Board considers that the Patents have reasonably good potential in the solar energy and VLC related products and application and may bring additional revenue to the Group.

LETTER FROM THE BOARD

The Board considers that the Patent Licence Agreement and the issue of the Consideration Shares are on normal commercial terms that are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the transaction contemplated under the Patent Licence Agreement are more than 5% but less than 25% and the Consideration will be partly satisfied by the allotment and issue of the Consideration Shares for which listing will be sought, the transaction contemplated under the Patent Licence Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

Save as mentioned below, the Company had not conducted any equity fund raising activities in the past 12 months from the Latest Practicable Date.

Date of announcement	Fund raising activity	Intended use of net proceeds as announced	Actual use of net proceeds as of the Latest Practicable Date
1 June 2015 and 8 June 2015	Placing of 130,000,000 Shares at HK\$2.34 per Share pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 27 June 2014	Estimated net proceeds of approximately HK\$299.2 million to be applied for investment opportunities in the telecom and information technology industry	The net proceeds have not yet been utilized as the Group is still looking for suitable investment opportunities and targets.

LETTER FROM THE BOARD

Date of announcement	Fund raising activity	Intended use of net proceeds as announced	Actual use of net proceeds as of the Latest Practicable Date
6 July 2015	Issue of the convertible notes in the total principal amount of HK\$170,000,000 due 2017 by the Company for subscription by Asia Equity Value Ltd pursuant to the specific mandate granted to the Directors at the extraordinary general meeting of the Company held on 18 February 2015	Estimated net proceeds of approximately HK\$169 million to be applied for repayment of borrowings, convertible securities and/or debt securities and for business development purposes	Utilized as to (i) approximately 78% (approximately HK\$131 million) as pledged bank deposit for securing banking facilities to repay bank credit in the PRC; and (ii) approximately 22% (approximately HK\$38 million) as prepayment for procurements of wireless communication products by the Group in its ordinary course of business for business development purposes.
9 June 2015 and 10 August 2015	Issue of the convertible bonds in the principal amount of HK\$847,000,000 at 100% of the face value of such principal amount by the Company for subscription by Dundee Greentech Limited pursuant to the specific mandate granted to the Directors at the extraordinary general meeting of the Company held on 3 August 2015	Estimated net proceeds of approximately HK\$847 million to be applied for investment opportunities in the telecom and information technology industry in emerging markets, including but not limited to Mainland China and Southeast Asia.	Fully utilized as investment in telecom and information technology industry by way of provision of working capital loan to the supplier stream in the industry.

EGM

The EGM will be convened and held at 2402, 24/F., Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, at 2:30 p.m. on 14 July 2016 for the purpose of considering and, if thought fit, approving the allotment and issue of the Consideration Shares under the Specific Mandate pursuant to the terms and conditions of the Patent Licence Agreement.

LETTER FROM THE BOARD

A notice convening the EGM is set out on pages 63 to 64 of this circular. A form of proxy for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33th Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

The resolution proposed at the EGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the ordinary resolution to be proposed at the EGM is in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolution at the EGM.

ADDITIONAL INFORMATION

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

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.

Yours faithfully,
By order of the Board
China All Access (Holdings) Limited
Chan Yuen Ming
Chairman

The following is the text of a report received from the auditors of the Company, HLB Hodgson Impey Cheng Limited, in respect of the discounted cash flows in connection with the valuation of the licence of the Patents for the purpose of incorporation in this circular.

27 June 2016

The Board of Directors
China All Access (Holdings) Limited

Dear Sirs,

China All Access (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”)

Report on the discounted future cash flows in connection with the valuation of the Patent Licence

We refer to the discounted future cash flows on which the business valuation report (“**the Valuation**”) date 27 June 2016 prepared by Peak Vision Appraisals Limited (“**the Valuer**”) in respect of the appraisal of the market value of patent licence regarding the device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source (“**the Patent Licence**”) proposed to be sub-licensed to China All Access Science And Engineering Technology Development Limited (“**the CAA SETD**”), a limited company incorporated in Hong Kong which is an indirect wholly owned subsidiary of the Company, as at 29 February 2016 is based. The Valuation is prepared based on the discounted future cash flows and constitutes a “profit forecast” under paragraph 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Responsibilities

The directors of China All Access (Holdings) Limited (the “**Directors**”) are responsible for the preparation of the discounted future cash flows in accordance with the bases and assumption determined by the Directors and as set out in the Valuation. This responsibility includes carrying out appropriate procedures relevant to the preparation of the discounted future cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

It is our responsibility to report, as required by paragraph 14.62(2) of the Listing Rules, on the calculations of the discounted future cash flows used in the Valuation. The discounted future cash flows do not involve the adoption of accounting policies.

Basis of opinion

We conducted our work in accordance with the Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). This standard requires that we plan and perform our work to obtain reasonable assurance as to whether, so far as the calculations are concerned, the Directors have properly compiled the discounted future cash flows in accordance with the bases and assumptions as set out in the Valuation. We performed procedures on the arithmetical calculations and the compilations of the discounted future cash flows in accordance with the bases and assumptions. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

Opinion

In our opinion, so far as the calculations are concerned, the discounted future cash flows have been properly compiled in all material respects in accordance with the bases and assumptions adopted by the Directors as set out in the Valuation.

Other matters

Without qualifying our opinion, we draw to your attention that we are not reporting on the appropriateness and validity of the bases and assumptions on which the discounted future cash flows based and our work does not constitute any valuation of the Patent Licence or an expression of an audit or review opinion on the Valuation.

The discounted future cash flows depends on future events and on a number of assumptions which cannot be confirmed and verified in the same way as past results and not all of which may remain valid throughout the period. Our work has been undertaken for the purpose of reporting solely to you under paragraph 14.62(2) of the Listing Rules and for no other purpose. We accept no responsibility to any other person in respect of, arising out of or in connection with our work.

Yours faithfully,

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Yu Chi Fat

Practising Certificate Number: P05467
Hong Kong

The following is the text of a report received from Peak Vision Appraisals Limited, an independent professional valuer, in respect of the valuation of the Patents for the purpose of incorporation in this circular.



12/F, Effectual Building
14-16 Hennessy Road
Wanchai, Hong Kong
www.peakval.com

Tel (852) 2187 2238
Fax (852) 2187 2239

27 June 2016

The Board of Directors
China All Access (Holdings) Limited
Unit 6504B-06, Level 65
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

Dear Sirs,

Re: Valuation of patent licenses regarding 可縮短對光源採光距離的單位面積光通量增量裝置 (“Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source”)

In accordance with your instruction, we have conducted a valuation of patent licenses regarding 可縮短對光源採光距離的單位面積光通量增量裝置 (“Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source”) (the “**Patent Licenses**”) for China All Access (Holdings) Limited (the “**Company**”). We confirm that we have made relevant enquiries and obtained further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Patent Licenses as at 29 February 2016 (the “**Valuation Date**”).

The following report states the purpose of valuation and premise of value, sources of information, identifies the asset valued, describes the methodology of our valuation, investigation and analysis, assumptions and limiting conditions, and presents our opinion of value.

VALUATION SUBJECT

The Patent Licenses are registered in the People’s Republic of China, the United States and Taiwan, and concern the invention of certain lens devices for increasing light intensity by reducing the “light taking distance” from the light source, described in the Patent Licenses as 可縮短對光源採光距離的單位面積光通量增量裝置 (“Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source”). As at the Valuation Date, the main commercial application of the Patent Licenses is for a high efficiency, low cost photovoltaic module (a solar panel assembly), referred to as “Li-LA PV Cells”. The Patent Licenses have been identified as an intangible asset and are the subject of this valuation.

VALUATION PURPOSE

The valuation of the Patent Licenses is prepared for the Company for internal reference and public documentation purpose.

PREMISE OF VALUE

Our valuation of the Patent Licenses is our opinion of **market value** which we would define to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

VALUATION METHODOLOGY

We have adopted the excess earnings method to value the Patent Licenses since it conceptually determines the value of the project as a whole whilst excluding the value of contributory assets. The excess earnings method determines the value of an intangible asset as the present value of the cash flows attributable to the subject intangible asset after excluding the proportion of cash flows that are attributable to other assets.

VALUATION OPINION

Based on our valuation analysis in the attached report, we are of the opinion that the market value of the Patent Licenses as at the Valuation Date was in the sum of **HK\$475,000,000 (HONG KONG DOLLARS FOUR HUNDRED AND SEVENTY FIVE MILLION ONLY)**.

This letter is a summary of the valuation report attached which should be read in conjunction with this letter.

Yours faithfully,

For and on behalf of

Peak Vision Appraisals Limited

Nick C. L. Kung *MRICS, MHKIS, RPS (G.P.), RICS Registered Valuer*

Director

Corporate Valuations

Note: Mr. Nick C. L. Kung is a RICS Registered Valuer and Registered Business Valuer of the Hong Kong Business Valuation Forum (HKBVF) who has more than 10 years of experience in the valuation of trade-related business assets and business enterprises in Hong Kong and overseas.

Valuation of patent licenses regarding

可縮短對光源採光距離的單位面積

光通量增量裝置

**(“Device for increasing the luminous flux per unit area
with the ability to reduce the light-taking distance in
respect to the opposite light source”)**

as at

29 February 2016

for

China All Access (Holdings) Limited

**Prepared by
Peak Vision Appraisals Limited
27 June 2016**

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1.0 BACKGROUND

China All Access (Holdings) Limited (the Company) is a publicly listed company on the Main Board of The Stock Exchange of Hong Kong Limited. The Company intends to acquire the Patent Licenses (the “**Proposed Acquisition**”) regarding 可縮短對光源採光距離的單位面積光通量增量裝置 (“Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source”). As at the Valuation Date, the main commercial application of the Patent Licenses is for a high efficiency, low cost photovoltaic module (a solar panel assembly), referred to as “Li-LA PV Cells”.

It is our understanding that the Patent Licenses are currently held by 珠海新概念航空航天器有限公司 (New Concept Aircraft (Zhuhai) Co., Ltd., and hereinafter, the “**Patent Holder**”), a company established in the People’s Republic of China (the “**PRC**” or “**China**”).

2.0 PURPOSE OF VALUATION

Peak Vision Appraisals Limited (“**Peak Vision Appraisals**”) has been engaged by the Company to determine the market value of the Patent Licenses as at 29 February 2016 (the Valuation Date). This report is being prepared for the use of the directors and management of the Company for internal reference and public documentation purpose regarding the Proposed Acquisition.

Peak Vision Appraisals acknowledges that this report may be made available to the Company as one of the sources of information for the Proposed Acquisition. The Proposed Acquisition, if materialized and the corresponding transaction price would be the result of negotiations between the transacting parties. The directors and management of the Company (the “**Management**”) should be solely responsible for determining the consideration of the Proposed Acquisition, in which Peak Vision Appraisals is not involved in the negotiation and has no comment on the agreed consideration. Peak Vision Appraisals assumes no responsibility whatsoever to any person other than the directors and management of the Company in respect of, or arising out of, the contents of this report. If others choose to rely in any way on the contents of this report they do so entirely on their own risk.

3.0 PREMISE OF VALUE

Our valuation has been prepared in accordance with the International Valuation Standards 2013 published by the International Valuation Standards Council, the Business Valuation Standards (First Printed 2005) published by the Hong Kong Business Valuation Forum and the HKIS Valuation Standards 2012 Edition published by the Hong Kong Institute of Surveyors, where applicable.

Our valuation is our opinion of **market value** which we would define to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

4.0 SOURCES OF INFORMATION

In the course of our valuation, we have had discussion with the Company and the Patent Holder on the Patent Licenses. We have also relied on the following major documents and information in the valuation analysis. Some of the information and materials have been provided by the Management and the representatives of the Patent Holder. Other information is extracted from public sources such as government sources, Bloomberg and Morningstar, etc.

The major documents and information include, but are not limited to:

- Copies of the Patent Licenses as registered in the People’s Republic of China, the United States and Taiwan;
- 可縮短對光源採光距離的單位面積光通量增量裝置發明專利可行性比對分析報告2015 (“Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source, Invention Patent Feasibility Comparison Study, 2015”) prepared by the Patent Holder;
- 陽光、光群場和太陽能飛行器研究 (“Sunlight, Light Group Field and Solar Aircraft Research”) by Dr. Li Hiu Yeung, Danny (the “**Inventor**”) published in 前沿科學 (Frontier Science) (2008, 4, No. 2, Period 8) regarding the scientific theory underlying the Patent Licenses (the “**Underlying Theory**”);
- 李式鏡陣高效光伏電池 (Li-LA PV Cells) 中近期生產營銷成本、銷售額與利潤測算2016-2022 (“Li-LA PV Cells short to medium-term forecasts of production selling costs, sales and profit 2016-2022”) prepared by the Patent Holder;
- Recent press articles on the solar power industry; and
- Industry and economic data.

We consider that we have obtained adequate information from the sources described above to provide a reliable opinion of market value.

4.1 Limitations and Reliance on Information

We have made reference to or reviewed the above information and data and assumed such information and data are true and accurate without independent verification except as expressly described herein. We have made reasonable enquiries and exercised our judgment on the reasonable use of such information and found no reason to doubt the accuracy or reliability of the information. In forming its opinion, Peak Vision Appraisals has also assumed that the publicly available information relied on by Peak Vision Appraisals in its analysis was accurate and not misleading.

We have no reason to believe that any material facts have been withheld from us, however, we do not warrant that our investigations have revealed all of the matters which an audit or more extensive examination might disclose.

In arriving at our opinion of value, we have referred to the documents and forecasts provided to us and assumed that such forecasts were based on the assumptions reflecting the best available estimates, judgment and knowledge of the Management in relation to the proposed operations and are reasonable, reflecting market conditions and economic fundamentals.

We do not express an opinion as to whether the actual physical and commercial results of the Patent Licenses will approximate the projections applied because assumptions regarding future events by their nature are not capable of independent substantiation. In applying the projections used to the valuation of the Patent Licenses, we are making no representation that the actual physical and commercial results of the Patent Licenses will be successful, or that market growth and penetration will be realized. Actual results may be significantly more or less favourable.

5.0 PATENT LICENSES

The Patent Licenses concern the invention of certain lens devices for increasing light intensity by reducing the “light taking distance” from the light source, described in the Patent Licenses as 可縮短對光源採光距離的單位面積光通量增量裝置 (“Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source”). The invention and design of the lens devices rely on the Underlying Theory, which is summarized in Section 5.1 Underlying Theory below. The Patent Licenses have been granted to the Patent Holder and are registered in the People’s Republic of China, the United States and Taiwan. Details of the Patent Licenses are set out below:

The People’s Republic of China

Patent number	:	ZL 2009 1 0127987.2
Certificate number	:	第882402號
Invention name	:	可縮短對光源採光距離的單位面積光通量增量裝置專利
Patent application date	:	25 March 2009
Patent term	:	20 years from the patent application date
Authorization announcement date	:	21 December 2011
Patent holder	:	珠海新概念航空航天器有限公司 (the Patent Holder)
Inventor	:	李曉陽 (the Inventor)
Issuing authority	:	中華人民共和國國家知識產權局 (State Intellectual Property Office of the People’s Republic of China)

Table 1: Certificate of Invention Patent Registered in the PRC

Source: Patent Holder

The United States

Patent number	:	US 8,378,282 B2
Invention name	:	Device for increasing the luminous flux per unit area with the ability to reduce the light-taking distance in respect to the opposite light source
Filing date	:	14 December 2009
Patent term	:	20 years from the filing date
Date of patent	:	19 February 2013
Patent holder	:	New Concept Aircraft (Zhuhai) Co., Ltd. (the Patent Holder)
Inventor	:	Hiu Yeung Li (the Inventor)
Issuing authority	:	United States Patent and Trademark Office

Table 2: United States Patent Registered in the United States*Source: Patent Holder***Taiwan**

Patent number	:	發明第I 406012號
Invention name	:	可縮短對光源採光距離的單位面積光通量增量裝置
Patent term	:	21 August 2013 to 21 April 2029
Patent holder	:	珠海新概念航空航天器有限公司 (the Patent Holder)
Inventor	:	李曉陽 (the Inventor)
Issuing authority	:	中華民國經濟部智慧財產局 (Intellectual Property Office, Ministry of Economic Affairs, Republic of China)

Table 3: Republic of China Patent Certificate Registered in Taiwan*Source: Patent Holder*

5.1 Underlying Theory

In “Frontier Science” journal 2008, the Inventor published the scientific theory on the nature of light and its movement in accordance with 光群場 (unofficially translated as the “light group field”) hypothesis (the Underlying Theory). According to the Underlying Theory, the speed of light is variable and its distribution density is governed by the formula:

$$\rho_S = \varphi \frac{3\rho}{4\pi S^3}$$

Where:

ρ_S is the light particle subgroup of distribution density in the area;

ρ is the light particle subgroup of distribution density of the light source;

S is the distance between the area and the light source; and

Φ is the light sources constant, based on the nature of the light source.

Key points of the Underlying Theory are summarized below, which have been translated from the original article in Chinese. If there are any inconsistencies, the Chinese version shall prevail:

- Light is not made up of photons or singular particles, but rather smaller particles (known as “minor points”) with different characteristics which under specific laws form light particle subgroups which in turn form light group fields;
- The way that light behaves like both waves and particles follows predetermined laws which are consistent with light group field theory. The wave/particle duality is not the essence of light but a characteristic;
- The light particle subgroup of distribution density and light sources constant can explain and quantify all light phenomena in the natural world; and
- With reference to the volume of the light source, the speed of light in a vacuum is variable, decreasing towards zero.

5.2 Devices

The primary device of the Patent Licenses is a group of two lens arrays (together, the “**Li-LA Lens Array**”) which increases the luminous flux per unit area. Both lens arrays are flat panels with a number of biconvex lenses arranged in a grid. The lens arrays are arranged with a front lens array and a rear lens array designed to align towards the light source, which are connected together by supports to form the main body of the device. Light goes through the front lens array and is focused

onto the rear lens array where it is focused for the second time. According to the Patent Licenses, the luminous flux and light intensity per unit area of natural light can be increased from 40% to 80%, and the luminous flux and light intensity per unit area of lamp light can be increased from 60% to 250%.

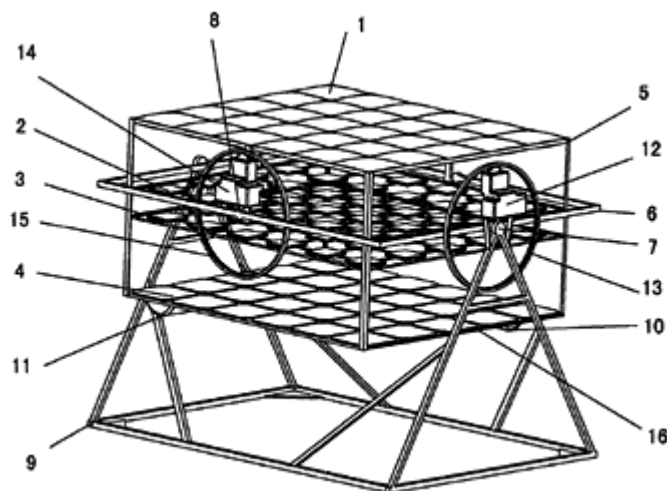


Figure 1: General assembly view of the device set out in the Patent Licenses

Source: Patent Licenses

The Patent Licenses also describe the movement mechanism of the device to adjust its angle towards the sun when used for photovoltaic solar panels.

5.3 Patent Holder and the Inventor

珠海新概念航空航天器有限公司 (New Concept Aircraft (Zhuhai) Co., Ltd.) (the Patent Holder) is a company established in the PRC and is engaged in scientific & technological research, development, engineering and business management. According to its website, the Patent Holder has successfully developed a scientific and technology innovations and appliances in various advanced industries including aviation, aerospace, clean energy and optical science. Other innovations developed by the Patent Holder include, but are not limited to, solar-powered planes, drones and airships, vibrating-wing aircraft, gecko robot devices, waste heat energy conversion devices, and optical devices.

The Inventor, Dr. Li Hiu Yeung, Danny, is the President and Founder of the Patent Holder. The Inventor has extensive experience conducting scientific research in aeronautics, aviation, robotics and solar energy. He is a trained pilot and obtained his Masters and Ph.D. in Engineering from the Beijing University of Aeronautics and Astronautics (now known as Beihang University).

6.0 COMMERCIAL APPLICATIONS

6.1 Photovoltaic Modules (“Li-LA PV Cells”)

The primary application of the Li-LA Lens Array is to increase the efficiency of solar panels. As stated in the Patent Licenses, the Li-LA Lens Array significantly increases the luminous flux and light intensity per unit area, which significantly increases the power generating capability of solar panels. Therefore the efficiency of solar panels is increased and for the same energy output capacity, less PV wafer and PV cells are required, significantly reducing production costs for PV modules on a per watt basis.

By combining the Li-LA Lens Array with PV cells to form a PV module product (the “**Li-LA PV Cells**”), the product is essentially a concentrator photovoltaics (“**CPV**”) module. However, unlike existing CPV module designs, where increased temperatures are a concern (overheating will cause reduced energy efficiency), according to the Patent Licenses, the Li-LA Lens Array will allow temperatures to remain within $\pm 5\%$. Therefore unlike existing CPV modules, there is no need for cooling or heat transfer mechanisms, increasing the efficiency of Li-LA PV Cells.

6.2 Solar-powered Mobile Battery Chargers

After further development and product design, the Li-LA Lens Array could be used in solar-powered battery chargers for mobile phones and mobile devices. Although solar-powered battery chargers currently exist, they are large, incur extra cost and require strong sunlight, therefore they are not commonly used. The Li-LA Lens Array could increase their efficiency and reduce their size and cost, which would encourage more widespread adoption. According to the Inventor, the aim would be to integrate the Li-LA Lens Array into the design of mobile phones to allow charging by light.

6.3 Li-Fi

Light Fidelity (“**Li-Fi**”) is a high speed wireless communication technology similar to Wi-Fi. However, unlike Wi-Fi which uses radio spectrum, Li-Fi uses light to send and receive data. According to press articles, Li-Fi is currently measured to be about 100 times faster than some Wi-Fi implementations, reaching speeds of 224 gigabits per second. Since Li-Fi uses visible light communication or infra-red and near ultraviolet spectrum, instead of radio spectrum, it has a much wider spectrum and can carry much more information compared to Wi-Fi. However, compared to Wi-Fi, Li-Fi currently requires line of sight between transmitters and receivers, has a limited range compared to existing radio transmissions, can be blocked by objects and may be affected by weather conditions.

It currently does not have widespread commercial use and is under testing and development of transmitters and receivers. According to the Patent Holder, the Li-LA Lens Array and Underlying Theory could be applied to the receivers of Li-Fi devices which would reduce their “light taking distance” and strengthen the transmission signal.

6.4 Business Plan and Current Development Status

According to discussions with the Management and the Patent Holder, the Li-LA Lens Array would be assembled together with PV cells and sold as PV module units (the Li-LA PV Cells). Both the Li-LA Lens Array and PV cells are planned to be manufactured and assembled by original equipment manufacturers (“OEM”) and sold under the original “Li-LA” brand name.

Due to the significant improvements in efficiency caused by the Li-LA Lens Array, the required surface area of PV wafer and PV cells would be significantly reduced, resulting in lower production costs of the Li-LA PV Cells. Due to significantly reduced production costs, the selling price of the Li-LA PV Cells could be lower than current market prices for PV modules, resulting in an immediate market share for the Li-LA PV Cells after they are successfully manufactured. Furthermore, the PRC Government has set ambitious targets for total solar installations up to 2020, which would effectively double the average capacity installed per year in the PRC. The Patent Holder is in preliminary talks with local government bodies considering the construction of large PV module installations. Other business options include selling the Li-LA Lens Array component to existing PV module manufacturers.

At the time of our company visit to the Patent Holder, an acrylic prototype of the Li-LA Lens Array was completed and used for testing. According to the Patent Holder, it has had discussions with original equipment manufacturers (“OEM”) for the production of the Li-LA Lens Array according to the Patent Licenses. Although the current prototype is made from acrylic, it is expected that the OEMs will produce the Li-LA Lens Array in glass for greater durability and resistance from scratching.

As at the Valuation Date, no commercial products or business plan had been developed for the solar-powered mobile battery chargers and Li-Fi but these applications will continue to be explored by the Inventor.

7.0 INTANGIBLE ASSET

The International Valuation Standards 2013 define intangible assets as: “a non-monetary asset that manifests itself by its economic properties. It does not have physical substance but grants rights and economic benefits to its owner.” Furthermore, an intangible asset is defined as identifiable if it either:

- (i) is separable, i.e. capable of being separated or divided from the entity and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability, regardless of whether the entity intends to do so; or
- (ii) arises from contractual or other legal rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.

7.1 Patent Licenses

The Patent Licenses grant the holder the right to produce commercial products according to the Underlying Theory and designs set out in the Patent Licenses and grant the right to exclude others from making, using, or selling the invention.

The Patent Licenses have been identified as an intangible asset and are the subject of this valuation. For the avoidance of doubt, any fixed assets, inventories, supplies, materials, or any other assets (tangible or intangible) or liabilities of the Company and the Patent Holder are separate from the Patent Licenses and do not fall within the scope of this valuation.

More details of the Patent Licenses are set out in *Section 5.0 Patent Licenses* above.

7.2 Remaining Useful Life

Based on the first expiry date of the Patent Licenses, the estimated useful life of the Patent Licenses is up to 24 March 2029.

8.0 GENERAL VALUATION APPROACHES

There are three generally accepted approaches to obtain the value of an intangible asset:

- Market Approach
- Cost Approach; and
- Income Approach.

Under each approach, a number of methods are available which can be used to assess the value of a subject. Each method uses a specific procedure to determine the value.

Each of these approaches is appropriate in one or more circumstances, and sometimes, two or more approaches may be used together. Whether to adopt a particular approach will be determined by the most commonly adopted in valuing the subject that are similar in nature. It is also common practice to employ a number of valuation methods under each approach. Therefore, no one valuation approach or method is definitive.

8.1 Market Approach

The Market Approach values an intangible asset by comparison of the prices at which other similar intangible assets or interests changed hands in arm's length transactions. The underlying theory of this approach is that one would not pay more than one would have to pay for an equally desirable alternative. By adopting this approach, we will first look for an indication of value from the prices of other similar intangible assets that were sold recently.

The right transactions employed in analyzing for indications of value need to be sold at an arm's length basis, assuming that the buyers and sellers are well informed and have no special motivations or compulsions to buy or to sell.

Where evidence of prices is available, it will often be necessary to make adjustments to these to reflect differences between the subject asset and those involved in the transactions.

8.2 Cost Approach

The Cost Approach values an intangible asset by using the historical cost which relates to the actual cost to create or develop an intangible asset. There are two fundamental types of cost quantified in Cost Approach valuation methods: reproduction cost and replacement cost. At the inception of the cost approach analysis, we decide which type of cost will be estimated and will be used.

Reproduction cost is the estimated cost to construct, at current prices as of the date of the analysis, an exact duplicate or replica of the subject intangible asset, using the same production standards, design, layout and quality of workmanship as the subject intangible asset. The reproduction intangible asset will include the same inadequacies, super adequacies, and obsolescence as the subject intangible asset.

Replacement cost is the estimated cost to construct, at current prices as of the date of the analysis, an intangible asset with equivalent utility to the subject intangible asset, using modern materials, production standards, design, layout and quality of workmanship. The replacement intangible asset will exclude all curable inadequacies, super adequacies and obsolescence that are present in the subject intangible asset.

8.3 Income Approach

The Income Approach focuses on the economic benefits generated by the income producing capability of an intangible asset. The underlying theory of this approach is that the value of an intangible asset can be measured by the present worth of the economic benefits to be received over the useful life of the intangible asset.

Based on this valuation principle, the Income Approach estimates the future economic benefits and discounts these benefits to its present value using a discount rate appropriate for the risks associated with realizing those benefits.

Alternatively, this can be calculated by capitalizing the economic benefits to be received in the next period at an appropriate capitalization rate. This is subject to the assumption that the intangible asset will continue to maintain stable economic benefits and growth rate.

The principal valuation methods under the Income Approach used in the valuation of intangible assets are:

- relief-from-royalty method;

- premium profits method;
- excess earnings method; and
- greenfield method.

9.0 VALUATION ANALYSIS

9.1 Methodology

In the process of valuing the Patent Licenses, we have considered their nature and discussed with the Management on their effect and economic benefits. We have adopted the excess earnings method under the Income Approach. The Income Approach allows us to reflect the specific operating characteristics of the Patent Licenses and the holding company of the Patent Licenses. The excess earnings method determines the value of an intangible asset as the present value of the cash flows attributable to the subject intangible asset after excluding the proportion of cash flows that are attributable to other contributory assets.

In this valuation, the Market Approach is not appropriate as there are insufficient comparable transactions of similar assets to form a reliable basis for our opinion of value. The Cost Approach is not appropriate as it ignores the future economic benefits of the Patent Licenses.

9.2 Unit Selling Price and Production Cost

Based on the financial projections provided by the Management, the unit selling price of the Li-LA PV Cells is expected to range from approximately HK\$3.10 to HK\$3.50 per watt.

In assessing the reasonableness of the unit selling price, Peak Vision Appraisals has made reference to wholesale trade websites such as 1688.com, globalsources.com and glass.com.cn, and financial information of PV module manufacturers. We note that the selling price per watt is less than or comparable to quoted prices on trade websites and average selling prices of listed companies in Hong Kong producing PV modules.

The unit production cost for the Li-LA Lens Array is expected to be approximately RMB30.08 per square meter, and given the reduced requirements for PV wafer and cells, the unit cost for the entire Li-LA PV Cells (as a PV module) would be approximately HK\$2.40 per watt.

9.3 Projected Sales Volume

According to the projections of the Management, the projected sales volume of the Li-LA PV Cells for the first 5 years is presented as follows:

Year 1	Year 2	Year 3	Year 4	Year 5
6,500 kW	32,000 kW	65,000 kW	120,000 kW	235,000kW

Table 4: Projected sales volume of Li-LA PV Cells

Source: Management

We note that the maximum sales volume per year is less than or comparable to listed companies in Hong Kong producing PV modules. More details of the development of the Li-LA PV Cells is set out in *Section 6.4 Business Plan and Current Development Status* above.

9.4 Useful Life

Based on the first expiry date of the Patent Licenses, the estimated useful life of the Patent Licenses is up to 24 March 2029.

9.5 Long Term Growth Rate

After the 5 year projection period, we have applied a long term growth rate of 3% for the remaining term up to the first expiry date of the Patent Licenses (i.e. 24 March 2029), which is determined with reference to projected inflation published by the International Monetary Fund (the “IMF”).

9.6 Income Tax and Value-added Tax

In the course of our valuation, we applied the corporate income tax rate of 25% and value-added tax of 17%.

9.7 Contributory Asset Charges

Based on the business plan for the Patent Licenses, which involves OEMs producing the Li-LA Lens Array and PV module, the contributory assets to the incomes of the Patent Licenses would only include working capital balances since manufacturing will be outsourced.

The after-tax contributory asset charge for the working capital is 3.26% as at the Valuation Date, which is based on the benchmark short term borrowing rate quoted by the People’s Bank of China.

9.8 Discount Rate

In determining a discount rate, we have applied the weighted average cost of capital including intangible asset premium appropriate for the Patent Licenses, which is based on the cost of equity and cost of debt for an entity that holds the Patent Licenses adjusted for intangible asset risk. Based on our analysis, which is set out in Appendix III, the nominal discount rate is 14.16%, which is applied to nominal post tax cash flows.

9.9 Marketability Discount

In addition, we have adopted a lack of marketability discount of 20.49% for the Patent Licenses as assets of a specific nature are often not readily marketable compared to assets where there are frequent market transactions. Therefore, an asset which is not freely traded is usually worth less than an otherwise freely traded asset. Marketability discount for ownership interest in assets can range from 5% to 35% according to empirical research. In our valuation, we applied an option pricing model to estimate the marketability discount. A discount for lack of marketability can be estimated by a put option since the holder can purchase an at-the-money put option of similar stock to hedge the current value of the underlying stock.

9.10 Other Valuation Assumptions

Further to the above inputs, we have prepared our valuation on the following assumptions:

- We assume that the Li-LA Lens Array can achieve the outcomes stated in the Patent Licenses. In the course of our valuation, we have not conducted any testing to verify the effectiveness of the Li-LA Lens Array and the Li-LA PV Cells. In particular, we have not verified the ability of the Li-LA Lens Array to increase solar power efficiency without significant changes in temperature, and rely on the statements made in the Patent Licenses and the documents provided by the Patent Holder;
- The devices covered by the Patent Licenses will not be copied, substituted or otherwise infringed upon in a manner that materially affects their economic benefit;
- All registration and filing necessary to protect the Patent Licenses from infringement has been carried out and all relevant registration fees have been and will continue to be fully paid;
- The availability of finance will not be a constraint on the forecast development of the business plan for the Patent Licenses;
- Key management, competent personnel and technical staff will all be retained to support the development of the business plan for the Patent Licenses;

- All relevant approvals, permits, registrations, licences or other legislative or administrative authority from any local, provincial or national government, or private entity or organisation required to operate in the localities where the holding company of the Patent Licenses operates or intends to operate will be officially obtained and renewable upon expiry without any significant payment, unless otherwise stated; and
- There will be no major changes in the political, legal, economic or financial conditions and taxation laws in the localities in which the holding company of the Patent Licenses operates or intends to operate, which would adversely affect the revenues and profits attributable to the Patent Licenses.

9.11 Valuation Cross-check

In the course of our valuation we have cross-checked the valuation result by determining the implied royalty rate of the Patent Licenses, which could hypothetically be licensed to a third party. Based on our valuation result, the implied royalty rate is approximately 24% of turnover. Such rate is significantly higher than industry average royalty rates and according to our analysis, almost all of the profits under the current business plan would be attributable to the Patent Licenses, because any profit split is already considered in the outsourced manufacturing costs. However, given that (i) the current business plan is to outsource all manufacturing of the Li-LA PV Cells, and (ii) the Li-LA Lens Array is expected to significantly decrease costs and increase profit margins for PV modules, we consider the implied royalty rate to be reasonable.

10.0 SENSITIVITY ANALYSIS

As part of our analysis, we have performed a sensitivity analysis of our market value. We have tested the sensitivity of the market value of the Patent Licenses to changes in the prices and discount rate. The results are presented as follows:

	Change in input	Change in market value <i>(HK\$ millions)</i>
Sales volume	+5%	+24
Sales volume	-5%	-24
Selling price	+5%	+79
Selling price	-5%	-79
Production cost	+5%	-55
Production cost	-5%	+55
Discount rate	+2%	-55
Discount rate	-2%	+65

The above sensitivity analysis is for reference only and is intended to show the possible outcome under different market conditions. Due to the existence of other uncertainties, the actual result could exceed the ranges shown above. No opinion is expressed as to the probability or otherwise of those expressed variations occurring.

Actual variations may be greater or less than those modelled. In addition to not representing best and worst case outcomes, the sensitivity analyses do not, and do not purport to, show all the possible variations to the business model. The actual performance of the business may be negatively or positively impacted by a range of factors including, but not limited to:

- changes to the assumptions other than those considered in the sensitivity analyses;
- greater or lesser variations to the assumptions considered in the sensitivity analyses than those modeled; and
- combinations of different assumptions that may produce outcomes different to those modeled.

11.0 RISK FACTORS

There are certain risks involved in using the Patent Licenses and these risks may be beyond the control of the Management. We have identified a number of risks and uncertainties below which could have a material adverse effect on the business, profitability and financial condition of the holding company of the Patent Licenses. These risks can be characterized as (i) risks relating to the development of the Patent Licenses and (ii) risks relating to the market and industry.

(i) Risks relating to the development of the Patent Licenses:

- In the course of our valuation, we have not conducted any testing to verify the ability of the Li-LA Lens Array to increase solar power efficiency without significant changes in temperature. If the devices covered by the Patent Licenses cannot achieve the increases in efficiency as stated and decrease production costs, our opinion of value would be negatively affected.
- The Li-LA Lens Array and other devices under the Patent Licenses are in a preliminary stage of development. If they are not developed into commercial products, or if market growth and penetration are lower than expected, our opinion of value would be negatively affected.
- If the devices and technology in the Patent Licenses are copied or substituted by different industrial processes or designs which produce the same or greater economic benefit, there is the risk that any legal action may not recover the economic losses and our opinion of value would be negatively affected.

(ii) Risks relating to the market and industry:

- The solar panel industry is subject to trade sanctions (such as tariffs and anti-dumping duties) and political incentives, particularly between the PRC, the United States and the European Union. If trade sanctions or government actions negatively affect the market of the Li-LA PV Cells, the value attributable to the Patent Licenses would be lower.
- The selling prices obtained for the Li-LA PV Cells are subject to fluctuations in market supply and demand and the cost of inputs such as glass and PV wafer, which are mostly beyond the control of the holder of the Patent Licenses.

Our opinion is based on economic, stock market, business trading, financial and other conditions and expectations prevailing at the Valuation Date. These conditions can change significantly over relatively short periods of time. If they did change materially subsequent to the Valuation Date, the opinion could be different in these changed circumstances.

12.0 LIMITING CONDITIONS

Our conclusion of the market value is derived from generally accepted valuation procedures and practices that rely substantially on the use of various assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. This valuation reflects facts and conditions existing at the Valuation Date. Subsequent events have not been considered and we are not required to update our report for such events and conditions.

To the best of our knowledge, all data set forth in this report are reasonable and accurately determined. The data, opinions, or estimates identified as being furnished by others that have been used in formulating this analysis are gathered from reliable sources; however, no guarantee is made nor liability assumed for their accuracy.

We have made reference to the information provided by the Management in arriving at our opinion of value. We are not in the position to verify the accuracy of all information provided to us. However, we have had no reason to doubt the truth and accuracy of the information provided to us and to doubt that any material facts have been omitted from the information provided. No responsibility for operational and financial information that have not been provided to us is accepted.

Certain facts, information, statistics and data relating to the economic and industry overview that are presented in the Appendices attached are derived from publicly available official government sources as well as industry reports prepared by external independent market researchers. We believe that the sources of this information are appropriate for such information and have exercised reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any facts have been omitted that would render such information false or misleading. The information has not been independently verified by us, and thus no representation is given as to its accuracy or correctness, and accordingly, it should not be unduly relied on.

We have not investigated the title to or any legal liabilities of the Patent Licenses and assume no responsibility for the title to the Patent Licenses. In forming our opinion, we have assumed that matters such as title, compliance with laws and regulations and contracts in place are in good standing and will remain so and that there are no material legal proceedings, other than as publicly disclosed.

To the extent that there are legal issues relating to assets, properties, or business interests or issues relating to compliance with applicable laws, regulations, and policies, Peak Vision Appraisals assumes no responsibility and offers no legal opinion or interpretation on any issue.

Save as and except for the purpose stated above, neither the whole nor any part of this report nor any reference thereto may be included in any document, circular or statement without our written approval of the form and context in which it will appear.

In accordance with our standard practices, we must state that this report is for the exclusive use of the party to whom it is addressed and for the specific purpose stated above. Furthermore, the report and conclusion of value(s) are not intended by the author, and should not be construed by the reader, to be investment advice in any manner whatsoever. The conclusion of value(s) represents the consideration based on information furnished by the Company / engagement parties and other sources. No responsibility is accepted to any third party for the whole or any part of its contents.

Actual transactions involving the subject assets / business might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the business, and the knowledge and motivation of the buyers and sellers at that time.

13.0 REMARKS

Unless otherwise stated, all monetary amounts stated in this valuation report are in Hong Kong Dollars (HK\$).

The Management has reviewed and agreed on the report and confirmed the content of the report.

The accompanying letter dated 27 June 2016 and the Appendices form part of this report. Terms used in the Appendices attached shall have the same meaning as those defined in this report unless otherwise stated.

We hereby confirm that we have neither present nor prospective interest in the Patent Licenses, the Patent Holder, the Company and their subsidiaries and associated companies, or the value reported herein.

14.0 CONCLUSION OF VALUE

Based on the investigation and analysis stated above and on the valuation method employed, we are of the opinion that market value of the Patent Licenses as at the Valuation Date was in the sum of **HK\$475,000,000 (HONG KONG DOLLARS FOUR HUNDRED AND SEVENTY FIVE MILLION ONLY)**.

Yours faithfully,

For and on behalf of

Peak Vision Appraisals Limited

Nick C. L. Kung *MRICS, MHKIS, RPS (G.P.), RICS Registered Valuer*

Director

Corporate Valuations

Notes: Mr. Nick C. L. Kung is a RICS Registered Valuer and Registered Business Valuer of the Hong Kong Business Valuation Forum (HKBVF) who has more than 10 years of experience in the valuation of trade-related business assets and business enterprises in Hong Kong and overseas.

APPENDIX I

Industry Overview

Appendix I — Industry Overview

Global Solar Energy Industry

According to the market research firm, IHS, a period of strong growth in the global PV module industry is expected, thanks to a new wave of capacity expansions, a relatively stable pricing environment and increasing demand from several established regional markets. Global 2016 PV module revenue is forecast to hit \$41.9 billion, exceeding the previous record set in 2010 by 4 percent.

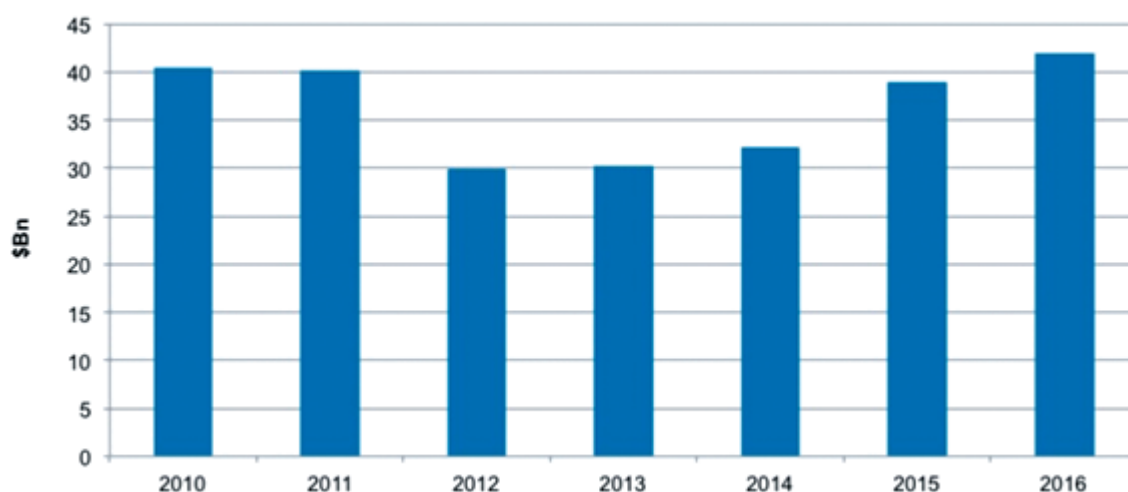


Figure 2: Global PV module revenue (in billion USD)

Source: IHS PV Integrated Market Tracker

Total solar power installations are measured by their installed output capacity, normally in megawatts (MW) and gigawatts (GW). According to the International Energy Agency — Photovoltaic Power Systems (“IEA PVPS”) Programme, minimum worldwide installed capacity amounted to 39.8 GW. Although it is difficult to measure installations in Non-IEA PVPS countries, it is estimated their additional contribution pushed the global annual capacity to around 40 GW in 2014, in the most optimistic case.

2014 started to show a more reasonable market split, with China, Japan and the USA climbing up to the top places, while India, the UK and Australia confirmed their market potential. However, the market size of the top 10 countries that grew quite fast up to 2012, declined since then: in 2014 only 779 MW were necessary to reach the top 10, compared to 811 MW in 2013 and 843 MW in 2012. It can be seen that the growth of the PV market took place in countries with an already well-established market, while growth markets did not contribute significantly in 2014. The downsizing of several European markets was not compensated by the growth of new markets in Asia or America.

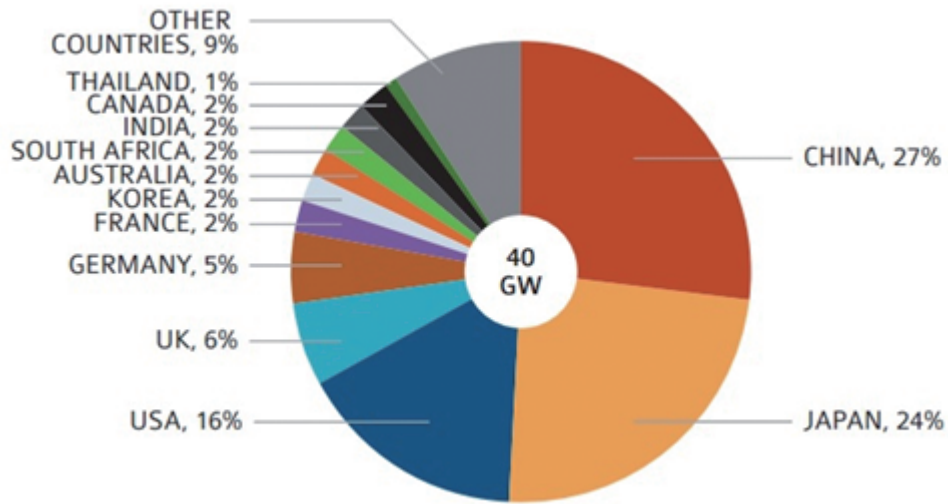


Figure 3: Global PV market in 2014

Source: International Energy Agency — Photovoltaic Power Systems Programme

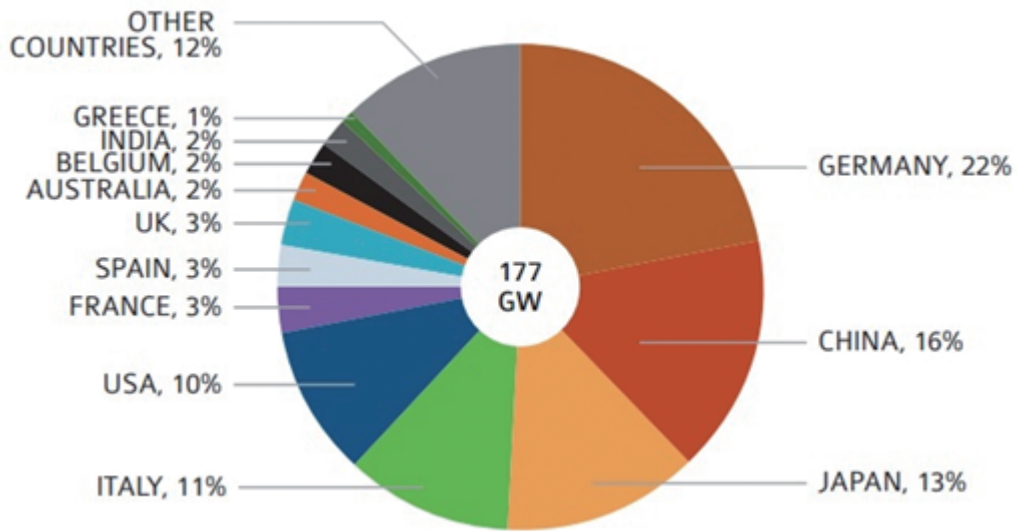


Figure 4: Cumulative PV Capacity by Region in 2014

Source: International Energy Agency — Photovoltaic Power Systems Programme

Country	Cumulative Installed Capacity (GW)
Germany	38.2
China	28.1
Japan	23.3
Italy	18.5
The United States	18.3

Table 5: Top 5 Countries in 2014 for Solar PV Cumulative Installed Capacity

Source: 2014 Snapshots of Global PV Markets, International Energy Agency — Photovoltaic Power Systems Programme

According to IHS, global solar PV installations are projected to grow by 16% to 25% or 53GW to 57 GW in 2015. China, the United States and India are expected to be the largest contributors in terms of absolute growth in 2015. Further according to IHS, installations of solar PV were mainly driven by feed-in-tariffs in 2015, and such phenomena will continue to persist.

China Solar Energy Industry

Figure 5 shows the operating revenue of photovoltaic power generation in China from 2008 to 2012, with forecasts up until 2020. By 2015, operating revenues of photovoltaic power generation in China are projected to reach approximately 774.58 million U.S. dollars.

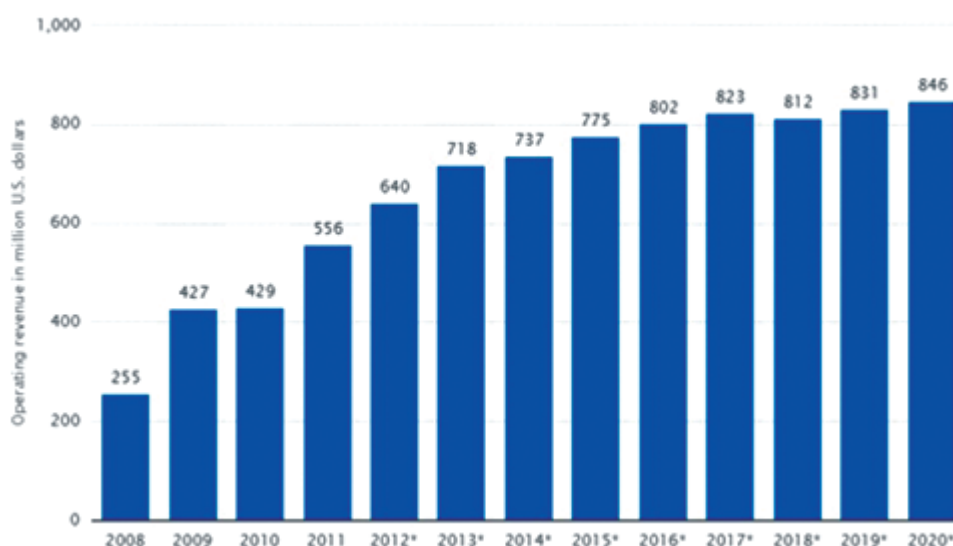


Figure 5: Operating revenue of photovoltaic power generation in China from 2008 to 2020 (in million USD)

Source: Statista

China installed 10.6 GW in 2014, according to the National Energy Administration, a record level slightly lower than the 10.95 GW that placed the country in the first place with regard to all time PV installations in 2013. This is in line with their political will to develop renewable sources and in particular PV in the short to medium term. The initial number of 12.92 GW published in 2013 was revised downwards by the Chinese authorities in 2014.

According to Reuter’s news on 8 October 2015, the National Energy Administration has announced that China will add another 5.3 GW installed capacity of solar power stations in 2015, on top of an earlier national target of 17.8 GW. The new stations will be added mostly in Inner Mongolia and Hebei in the north and Xinjiang in the west.

Year	Cumulative Installed Capacity (GW)
2011	3.3
2012	8.3
2013	17.8
2014	28.1

Table 6: Solar PV Cumulative Installed Capacity in China 2011 — 2014

Source: International Energy Agency — Photovoltaic Power Systems Programme

According to IHS, China shall remain as the largest PV market in the world during 2015 and 2017, especially with the latest 13th Five-Year Plan for solar development, which targets for a total of 100GW solar PV cumulative installed capacity by the end of 2020.

Data collected by the Earth Policy Institute (“EPI”) also documented China’s surge in PV production. Between 2000 and 2012, China multiplied its solar production from 3MW to 21,000MW — far exceeding the levels of all other countries in the world combined. This trend has continued in recent years, with solar registering a 67% growth between 2013 and 2014.

Development of Concentrated Photovoltaic (“CPV”) Technology

According to IHS, global CPV installations are projected to reach approximately 800MW in 2020, up from approximately 100MW in 2012, representing double digit percentage growth each year. China is expected to be the largest contributor for CPV installations in 2015, accounting for about 80MW to 90MW in 2015.

According to IHS, global CPV market is expected to grow by approximately 240MW in 2014, with the fastest growth expected from the Middle East and Africa regions, and the largest remained to be China and Southeast Asia. In 2015 further installations of CPV of approximately 254MW is expected. Accordingly, China and Southeast Asia remained the largest CPV markets, followed by the United States and Central America and Southern Europe.

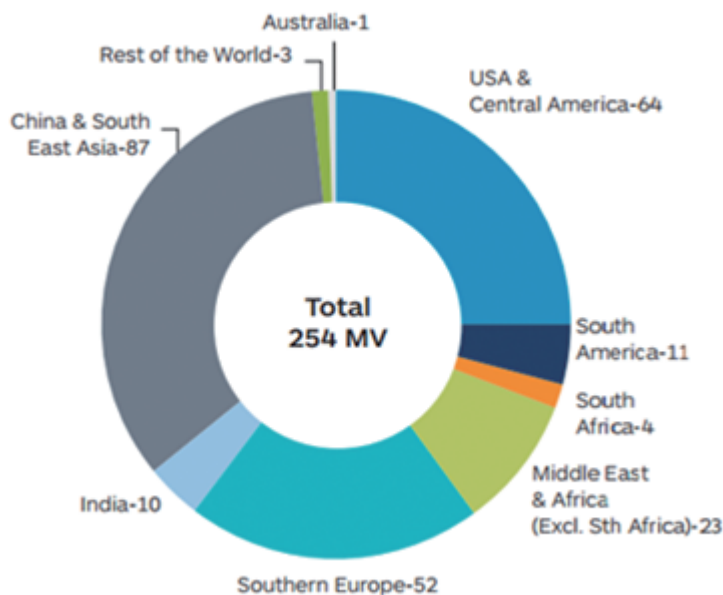


Figure 6: Estimated CPV installations in 2015

Source: IHS

Overview of Solar PV Technology

The burning of fossil fuels gives rise to emission of greenhouse gases and air pollutants. The most significant greenhouse gas is carbon dioxide, which has been identified as a major contributor to global warming and climate change. The consequence of global warming has far reaching adverse impacts on the world environment and ecosystems.

Introducing more renewable energy may help in reducing the use of fossil fuels, thereby decreasing greenhouse gas emissions. Solar energy is a renewable power source being widely used over the world. One of the most common methods is to convert solar radiation into electricity through the use of PV technology. PV is a method of generating electrical power by converting solar radiation into direct current electricity using semiconductors that exhibit the photovoltaic effect.

Types of Photovoltaic Technologies

There are several types of PV technologies developed today, the major types being:

(i) Crystalline silicon (“晶矽”) technology

Crystalline silicon cells are made from thin slices cut from a single crystal of silicon (mono-crystalline) or from a block of silicon crystals (polycrystalline), their efficiency ranges between 12% and 17%. This is the most common technology used in the market today.

(ii) Thin film (“薄膜”) technology

Thin film modules are constructed by depositing extremely thin layers of photosensitive materials onto a low-cost backing such as glass, stainless steel or plastic. Four types of thin film modules are commercially available on the market:

- Amorphous silicon (a-Si)
- Cadmium telluride (CdTe)
- Copper Indium/gallium Diselenide/disulphide (CIS, CIGS)
- Multi junction cells (a-Si/m-Si)

Crystalline silicon PV cells are generally more popular than thin film PV cells as the former have been developed and used for over two decades. However, unstable raw material supply and high production costs are key drawbacks for crystalline silicon cells. Furthermore, with the robust growth of the global PV market, thin film PV modules have become an increasingly significant contributor of the total PV cells manufacturing.

(iii) Concentrated Photovoltaic (CPV) Technology

CPV is the third generation photovoltaic technology that uses lenses and curved mirrors to focus sunlight to increase efficiency. In general, CPV is expected to generate about 30% more solar electric output when compared to non-concentrated photovoltaic systems.

Strengths of CPV technology mainly include:

- Higher efficiencies for direct-normal irradiance
- Increased and stable energy production
- Potential double use of land
- High potential for cost reduction

- Smaller cell sizes

Weaknesses of CPV technology mainly include:

- Cannot/ or only utilize a fraction of diffuse radiation
- Tracking with sufficient accuracy and reliability is required
- Limited market (e.g. cannot be installed on rooftops)
- New generation of PV technology implies higher risk
- Lack of technology standardization

Applications of PV Technologies

PV technologies can be used in several types of applications, namely the grid-connected domestic systems, grid-connected power plants, off-grid systems for rural electrification and hybrid systems. Grid-connected domestic systems are the most popular type of PV system for homes and businesses in developed areas. Connection to the local electricity network allows any excess power produced to feed the electricity grid and to sell it to the utility. Electricity is then imported from the network when there is no sunlight. An inverter is used to convert the direct current (DC) power produced by the system to alternative current (AC) power for running normal electrical equipment. The common applications of PV technologies are shown as follows:

(i) *Power Stations*

This is the most common usage of PV technologies. PV cells convert sunlight into electricity. As of the Valuation Date, the largest 3 PV power plants identified is Topaz Solar Farm and Desert Sunlight Solar Farm in the United States, and Longyangxia Dam Solar Park in the PRC, with nominal capacity of 550MW, 550MW and 320MW respectively.

(ii) *Buildings and Architecture*

Photovoltaic arrays are associated with buildings, either integrated into them, mounted on them or mounted nearby the ground. BIPV is increasingly incorporated into new domestic and industrial buildings as a principal or ancillary power source. In general, the arrays are incorporated into the roof or walls of the buildings.

(iii) *Transport*

Photovoltaics are commercially used as motive power or auxiliary power for road transportation. However, a self-contained solar vehicle would have limited power or low utility. Instead, solar-charged vehicles are more popular in recent years. The interest of this transportation is fast growing. It is proven to have potential to substantially reduce air pollution.

(iv) *Standalone devices*

PV technologies are also used frequently in calculators and other smaller electronic devices. Improvements in integrated circuits and low power LCD displays make it possible to use solar power to power such devices for a long period of time. Other applications include water pumps, parking meters, emergency telephones and temporary traffic signs.

Benefits of Using Solar PV Electricity

Solar PV is emerging as a major power source due to its numerous environmental and economic benefits and proven reliability.

(i) *The energy is free*

The sun is the only resource needed to power solar panels. Also, most solar PV cells are made from silicon, and silicon is an abundant and non-toxic element in the earth's mass.

(ii) *It produces no noise, harmful emissions or pollution gases*

The burning of natural resources for energy can create smoke, cause acid rain, pollute water and pollute the air. Carbon dioxide, a leading greenhouse gas, is also produced. Solar power uses only the power of the sun as its fuel. It creates no harmful by-product and actively contributes to reduce global warming.

(iii) *PV systems are very safe and highly reliable*

The estimated lifetime of a solar PV module is 20-25 years. Solar PV modules are almost maintenance-free and offer an easy installation. The modules' performance is very high providing over 80% of the initial power after 25 years which makes PV a very reliable technology in the long term. In addition, very high quality standards are set in various countries which guarantee consumers can buy reliable products.

APPENDIX II

Economic Overview

Global Economy

According to the October 2015 World Economic Outlook Update issued by the International Monetary Fund (“IMF”), global growth declined in the first half of 2015, reflecting a further slowdown in emerging markets and a weaker recovery in advanced economies. It is now projected at 3.1% for 2015 as a whole, slightly lower than in 2014, and 0.2% point below the forecasts in the July 2015 World Economic Outlook Update. Prospects across the main countries and regions remain uneven. Relative to 2014, growth in advanced economies is expected to pick up slightly, while it is projected to decline in emerging market and developing economies. With declining commodity prices, depreciating emerging market currencies, and increasing financial market volatility, downside risks to the outlook have risen, particularly for emerging market and developing economies. Global activity is projected to gather some pace in 2016. In advanced economies, the modest recovery that started in 2014 is projected to strengthen further. In emerging market and developing economies, the outlook is projected to improve: in particular, growth in countries in economic distress in 2015 (including Brazil, Russia, and some countries in Latin America and in the Middle East), while remaining weak or negative, is projected to be higher next year, more than offsetting the expected gradual slowdown in China.

	2013	2014	2015P	2016P
World	3.3%	3.4%	3.1%	3.6%
Advanced Economies	1.1%	1.8%	2.0%	2.2%
Emerging Economies	5.0%	4.6%	4.0%	4.5%

Table 7: Global annual economic growth, 2013 — 2016P

Source: IMF World Economic Outlook, October 2015

According to the IMF, headline inflation has declined in advanced economies, mostly reflecting the decline in the prices of oil and other commodities. Core inflation has remained more stable, but generally is below central banks' inflation objectives, as are nominal unit labor costs. In emerging market economies, lower commodity prices have also contributed to lowering headline inflation, but sizable currency depreciation has led to offsets on the upside in some economies.



Figure 7: Global inflation, 2004 — 2016P

Source: IMF World Economic Outlook, October 2015

PRC Economic Environment

According to the IMF, growth in China was broadly in line with previous forecasts. Investment growth slowed compared with 2014 and imports contracted, but consumption growth remained steady. While exports were also weaker than expected, they declined less than imports, and net exports contributed positively to growth. Equity prices have dropped sharply since July 2015 after a one-year bull run. While the authorities intervened to restore orderly market conditions, market volatility remained elevated through August 2015.

Growth in China is expected to decline to 6.8 percent in 2015 and 6.3 percent in 2016. Previous excesses in real estate, credit, and investment continue to unwind, with a further moderation in the growth rates of investment, especially that in residential real estate. The forecast assumes that policy action will be consistent with reducing vulnerabilities from recent rapid credit and investment growth and hence not aim at fully offsetting the underlying moderation in activity. Ongoing implementation of structural reforms and lower oil and other commodity prices are expected to expand consumer-oriented activities, partly buffering the slowdown.

	2010	2011	2012	2013	2014	2015P	2016P
Growth rate	10.6%	9.5%	7.7%	7.7%	7.3%	6.8%	6.3%

Table 8: GDP growth rate in 2010 — 2016P

Source: IMF

Fixed assets investment is one of the major driving forces of the economy. According to the HKTDC, after growing by 23.8 percent in 2011, fixed assets investment in China slowed to 20.6 percent and 19.6 percent in 2012 and 2013 respectively. In 2014, fixed assets investment grew by 15.7 percent, down from 17.3 percent in the first half of 2014. In 2015, it grew by 10.2 percent, down from 11.4 percent in the first six months.

The overall manufacturing industry in the PRC has struggled over the last 3 years. The purchasing manager’s index (PMI) measures purchasing, production, logistics, and other links of the manufacturing sector in the PRC. The following table shows the overall PMI for the last 3 years, where figures above 50 indicate expansion in the manufacturing sector and figures below 50 indicate declining.

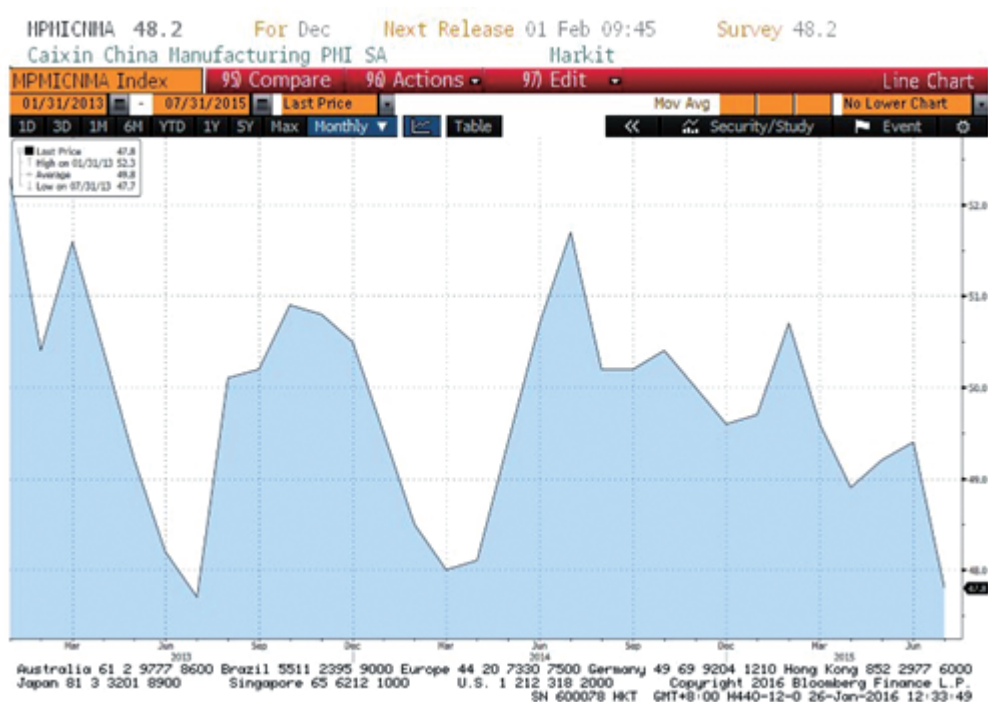


Figure 8: HSBC China Manufacturing Purchasing manager’s index
Source: Bloomberg

According to the purchasing manager’s index published by HSBC, the PMI has shifted around 50, since the outbreak of sovereign debt crisis in Europe in 2010. Currently, uncertainties in the manufacturing industry persist and are marginally negative. According to the Bloomberg, the PMI value was 47.8, representing marginal contracting.

Prices and Inflation

According to IMF, inflation is projected to decline in 2015 in advanced economies, reflecting primarily the impact of lower oil prices. The pass-through of lower oil prices into core inflation is expected to remain moderate, in line with recent episodes of large changes in commodity prices. In

emerging market and developing economies, the inflation rate is projected to increase in 2015, but this reflects the sharp increase in the inflation forecast for Venezuela (more than 100 percent in 2015) and Ukraine (about 50 percent). Excluding these countries, inflation in emerging market and developing economies in 2015 is projected to decline from 4.5 percent in 2014 to 4.2 percent in 2015.

	2010	2011	2012	2013	2014	2015P
World	3.8%	5.2%	4.2%	3.9%	3.5%	3.3%
Advanced economies	1.5%	2.7%	2.0%	1.4%	1.4%	0.3%
Developing economies	5.8%	7.3%	6.0%	5.8%	5.1%	5.6%
PRC	3.3%	5.4%	2.6%	2.6%	2.0%	1.5%

Table 9: Average consumer price 2010 — 2015P

Source: IMF

In China, consumer price index inflation is forecast to be 1.5 percent in 2015, the slowest growth since 2010, flagging persistent deflationary pressure in the world's second largest economy. The weak inflation print continues an already well-established trend of falling producer prices and tepid consumer price rises, in part a result of sharply lower commodity prices in 2015 but also reflecting slowing demand growth for many goods.

In order to spur domestic demand and trim borrowing costs, the People's Bank of China reduced the reserve requirement ratio by 0.5 percentage points each on 5 February 2015, 28 June 2015, 6 September 2015 and 24 October 2015, by 1 percentage point on 20 April 2015. The base lending rates were cut by 0.25 percentage points each on 1 March 2015, 11 May 2015, 28 June 2015, 26 August 2015 and 24 October 2015.

APPENDIX III

Discount Rate Derivation

We have determined the discount rate for use in the income approach based on the weighted average cost of capital (“WACC”) appropriate for the Patent Licenses. It is the minimum required return that a valuation subject must earn to satisfy its various capital providers including shareholders and debtholders. The WACC is calculated taking into account the relative weights of each component of the capital structure. It is computed using the formula below:

$$WACC = W_e \times R_e + W_d \times R_d \times (1 - T)$$

in which

R_e = cost of equity

R_d = cost of debt

W_e = portion of equity value to enterprise value

W_d = portion of debt value to enterprise value

T = corporate tax rate

In the course of our analysis, we have applied other specific risk premiums to the WACC such that the discount rate adopted in our valuation follows the formula:

$$WACC = W_e \times R_e + W_d \times R_d \times (1 - T) + R_s$$

in which

R_s = Other specific risk premiums

i) **Cost of equity**

From a modern portfolio management perspective, typical investors are risk-averse and rational. They make all investment decisions based on risk and return of an investment opportunity. The cost of equity, therefore, should account for the risk premium, which is the required additional return over the risk free rate. Additional risk premiums such as country risk premium and size premium are added to reflect other risk factors concerning the holding company of the Patent Licenses. All the estimates are supported by public data sources such as Bloomberg and Morningstar. We have used the capital asset pricing model (“CAPM”) to determine the appropriate cost of equity of the holding company of the Patent Licenses.

$$\text{Cost of equity} = \text{risk free rate} + \text{equity beta} \times \text{market risk premium} + \text{size premium} + \text{liquidity risk premium} + \text{country risk premium}$$

The CAPM states that the required return of an asset is based on the non-diversifiable risk, as represented by the beta, and the market return and the risk free rate. In estimating the beta, we have identified comparable companies in the solar panel industry based on the criteria that (i) most of their revenue have been derived from sales of photovoltaic modules and components and (ii) they are publicly listed in Hong Kong or the PRC. The 15 comparable companies are listed as follows:

Bloomberg stock code	Company name
712 HK Equity	Comtec Solar Systems Group Ltd.
750 HK Equity	China Singyes Solar Technologies Holdings Ltd.
757 HK Equity	Solargiga Energy Holdings Ltd.
968 HK Equity	Xinyi Solar Holdings Ltd.
1165 HK Equity	Shunfeng International Clean Energy Ltd.
3800 HK Equity	GCL-Poly Energy Holdings Ltd.
002218 CH Equity	Shenzhen Topray Solar Co., Ltd.
002610 CH Equity	Jiangsu Akcome Science & Technology Co., Ltd.
300111 CH Equity	Zhejiang Sunflower Light Energy Science & Technology LLC
300118 CH Equity	Risen Energy Co., Ltd.
300274 CH Equity	Sungrow Power Supply Co., Ltd.
300393 CH Equity	Jolywood Suzhou Sunwatt Co., Ltd.
600151 CH Equity	Shanghai Aerospace Automobile Electromechanical Co., Ltd.
600537 CH Equity	EGing Photovoltaic Technology Co., Ltd.
601908 CH Equity	Beijing Jingyuntong Technology Co., Ltd.

The comparable companies above would be generally subject to the same industry risks as the holding company of the Patent Licenses. Upon the analysis of the identified comparable companies, the appropriate beta as at each of the Valuation Date was applied in our calculation below.

Cost of equity calculation:

(1) Risk free rate	1.76%
(2) Equity beta	1.05
(3) Market risk premium	7.97%
(4) Size premium	3.69%
(5) Country risk premium	0.93%
Cost of equity	14.72%

* Figures above are subject to rounding

Notes:

- (1) This is the 10 year yield of US treasury government bond, which is a mature market risk free rate.
- (2) This is the adjusted beta by making reference to publicly listed companies as listed above with comparable business nature and operation, which are sourced from Bloomberg.
- (3) Market risk premium = market rate of return — risk free rate. To derive a long-term, equity risk premium, we refer to the 10 year average market rate of return for the United States, sourced from Bloomberg. A mature market equity risk premium is used since we derive a stable, long-term discount rate for use in the valuation; therefore we have adopted the average market return of the United States instead of one from developing equity markets. The country risk premium (in Note 5 below) reflects the expected operating location of the holding company of the Patent Licenses.
- (4) Based on the research published by Ibbotson Associates, Inc. (as referenced from “2015 Ibbotson SBBI Classic Yearbook”), the CAPM does not fully account for the higher returns of smaller company stocks. The research data provided by Ibbotson Associates, Inc. indicates the size premium (returns in excess of those predicted by CAPM) as at the Valuation Date is 3.69%.
- (5) This is the weighted average increased risk with operating in the PRC, where the risk profile is different to the market premium applied in our analysis, including business risk, financial risk, liquidity risk, exchange rate risk & country risk. We refer to the data and methodology derived on Damodaran Online (<http://pages.stern.nyu.edu/~adamodar/>), updated for 2016, in determining the country risk premium.

Damodaran Online is prepared by Aswath Damodaran, who is currently a Professor of Finance at the Stern School of Business at New York University. Mr. Damodaran has published several books, including four books on equity valuation and two on corporate finance. He has also published papers in the Journal of Financial and Quantitative Analysis, the Journal of Finance, the Journal of Financial Economics and the Review of Financial Studies.

ii) **Cost of debt**

The cost of debt represents the estimated required return of debt financing for the Company when borrowing or issuing debt (such as corporate bonds). We have estimated the cost of debt by applying the long-term Chinese best lending rate of 4.90% plus an additional risk premium of 3.00%, for a total rate of 7.90%.

In assessing the reasonableness of the cost of debt applied, we have cross-checked our rate with non-investment grade corporate bond issues of companies in the semiconductor sector. Our search yielded 85 results, with an average required yield of 7.50%.

iii) **Weight of debt**

From a market value basis, it is reasonable to assume that a market participant would adopt a debt level towards the average weight of debt of industry comparables. Through the analysis of the industry comparables, the weight of debt is estimated as 29%.

iv) **Weight of equity**

The weight of equity of 71% is estimated by adopting the same basis as above.

v) **Corporate tax rate**

As at the Valuation Date, the corporate tax rate in the PRC is 25%.

vi) **Other risk premiums**

A further 1.0% intangible asset risk premium adjustment is made to reflect the higher risk of the Patent Licenses. Since the valuation subject is the Patent Licenses, the appropriate discount rate should be higher than the WACC, since the Patent Licenses have higher risk compared to other assets held by comparable companies such as fixed assets and monetary assets.

We have also applied a 1.0% pre operational risk premium to reflect the risk that commercial applications the Patent Licenses are in a preliminary stage of development.

Based our foregoing analysis, the discount rate considered appropriate for the valuation of the Patent Licenses as at the Valuation Date is illustrated as follows:

Cost of equity	14.72%
Equity weight	71.00%
Cost of debt	7.90%
Debt weight	29.00%
Tax rate	25.00%
Other risk premiums	2.00%
Intangible asset discount rate	14.16%

** Figures above are subject to rounding*

NOTICE OF EGM



中國全通(控股)有限公司
CHINA ALL ACCESS (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 633)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China All Access (Holdings) Limited (the “**Company**”) will be held at 2402, 24/F., Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong at 2:30 p.m. on 14 July 2016 to consider and, if thought fit, approve the following ordinary resolution:

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined below), the specific mandate for the issue of 164,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) pursuant to the agreement dated 12 May 2016 entered into between the Company, China All Access Science And Engineering Technology Development Limited 中國全通科學與工程技術發展有限公司 (“**CAASETD**”), 珠海新概念航空航天器有限公司 (New Concept Aircraft (Zhuhai) Co., Ltd.) and Dr. Li Hiu Yeung (“**Dr. Li**”) in relation to, among others, the sub-licensing of the patents by Dr. Li to CAA SETD (for itself and on behalf of the Company and its subsidiaries) be and is hereby approved.”

By order of the Board
China All Access (Holdings) Limited
Shao Kwok Keung
Chief Executive Officer

Hong Kong, 27 June 2016

Head office and principal place of business in Hong Kong:

Level 65

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting (the “**Meeting**”) above is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

NOTICE OF EGM

2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar and transfer office (the “**Hong Kong Share Registrar**”) of the Company, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
4. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at the above address by no later than 4:00 p.m. on 13 July 2016.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the executive Directors are Mr. Chan Yuen Ming, Mr. Shao Kwok Keung, Mr. Xiu Zhi Bao, Mr. Yan Wei and Mr. Tian Zheng; and the independent non-executive Directors are Mr. Wong Che Man Eddy, Mr. Lam Kin Hung Patrick and Mr. Fung Ka Kin.