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

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

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Chun Sing Engineering Holdings Limited

震昇工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2277)

**GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of **Chun Sing Engineering Holdings Limited** (the “Company”) to be held at Empire Room 1, 1/F, Empire Hotel, 33 Hennessy Road, Wan Chai, Hong Kong on 26 August 2016 (Friday), at 2:00 p.m. is set out on page 19 to 23 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

28 July 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Empire Room 1, 1/F, Empire Hotel, 33 Hennessy Road, Wan Chai, Hong Kong on 26 August 2016 (Friday), at 2:00 p.m.
“AGM Notice”	the notice convening the AGM set out on page 19 to 23 of this circular
“Articles of Association”	the articles of association of the Company adopted on 8 December 2014 and as amended from time to time
“Board”	the board of Directors
“Close associate(s)”	has the same meaning as defined in the Listing Rules
“Company”	Chun Sing Engineering Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Core connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“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 People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Shares to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,000,000 Shares
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the issued number of Shares on the date of AGM as set out in resolution no. 4 of the AGM Notice
“Latest Practicable Date”	26 July 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the issued number of Shares on the date of AGM, as set out in resolution no. 5 in the AGM Notice
“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)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
“%”	per cent.

LETTER FROM THE BOARD



Chun Sing Engineering Holdings Limited

震昇工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2277)

Executive Directors:

Mr. Qin Ling
Mr. Yeung Chun Wai Anthony
Mr. Kwan Wai Ming
Mr. Tian Ren Can

Independent non-executive Directors:

Mr. Chan Kee Huen Michael
Mr. Zhang Xiaoman
Mr. Tse Chi Wai

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Principal Place of
Business in Hong Kong:*

Room 3402, 34/F,
Two Pacific Place,
88 Queensway,
Hong Kong

28 July 2016

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for the approval of (i) the grant of the Issue Mandates to the Directors to issue Shares (including the extended Issue Mandate) and the Repurchase Mandate to Directors to repurchase Shares; (ii) the re-election of retiring Directors; (iii) the Increase in Authorised Share Capital; and (iv) the AGM Notice.

LETTER FROM THE BOARD

At the last annual general meeting of the Company held on 16 September 2015 (the “**2015 AGM**”), the Directors were given a general mandate to issue Shares and repurchase Shares respectively. Such general mandates to issue Shares and repurchase Shares will lapse at the conclusion of the AGM.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to approve the granting of the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the aggregate issued number of Shares as at the date of the passing of the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the “**Relevant Period**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,236,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 247,200,000 new Shares under the Issue Mandate, representing 20% of the aggregate number of issued Shares as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate number of issued Shares as at the date of the passing of the proposed resolution at the AGM. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

As at the Latest Practicable Date, the issued number of Shares is 1,236,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 123,600,000 Shares under the Repurchase Mandate, representing 10% of the aggregate number of issued Shares as at the date of the AGM.

LETTER FROM THE BOARD

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 112 of the Articles of Association, the newly appointed Directors namely, Mr. Qin Ling, Mr. Yeung Chun Wai Anthony, Mr. Tian Ren Can, Mr. Chan Kee Huen Michael, Mr. Zhang Xiaoman and Mr. Tse Chi Wai will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

In accordance with article 108 of the Articles of Association, the Director retiring by rotation at the AGM namely, Mr. Kwan Wai Ming will retire from office as Director and being eligible, have offered himself for re-election as Director at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each. As at the Latest Practicable Date, 1,236,000,000 Shares are in issue. In order to accommodate future expansion and growth of the Group and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,000,000,000 Shares which shall rank pari passu with the existing Shares in all respects upon allotment and issue.

As at the Latest Practicable Date, the Directors do not have any present intention of issuing any part of the unissued authorised capital of the Company.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

AGM

A notice convening the AGM to be held at Empire Room 1, 1/F, Empire Hotel, 33 Hennessy Road, Wan Chai, Hong Kong on 26 August 2016 (Friday), at 2:00 p.m. is set out on page 19 to 23 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the

LETTER FROM THE BOARD

enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

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 respect and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate (including the extended Issue Mandate), the Repurchase Mandate, the re-election of retiring Directors and the Increase in Authorised Share Capital are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

Yours faithfully,
For and on behalf of
Chun Sing Engineering Holdings Limited
Yeung Chun Wai Anthony
Vice Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to Rule 10.06 of the Listing Rules.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all such proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SOURCE OF FUNDS

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,236,000,000 fully paid Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 123,600,000 Shares during the Relevant Period.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the applicable laws, rules and regulations from time to time in force in the Cayman Islands and in accordance with the Articles of Association.

6. EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, the following Shareholders (as defined in the Listing Rules) had interests representing 5% or more of the issued share capital of the Company:

Name	Number of Shares held/interested in	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Yeung Chun Wai Anthony ("Mr. Yeung")	230,080,000	Interest in controlled corporation (<i>Notes 1 and 2</i>)	18.61%	20.68%
Finest Elite Holdings Limited ("Finest Elite")	200,080,000	Beneficial interest (<i>Note 1</i>)	16.19%	17.99%
Ms. Lui Lai Yan ("Ms. Lui")	30,000,000	Beneficial interest and Interest of spouse (<i>Note 2</i>)	2.43%	2.70%
Right Select International Limited ("Right Select")	346,000,000	Beneficial interest (<i>Note 3</i>)	27.99%	31.10%

Notes:

1. Mr. Yeung beneficially owns 100% of the entire issued share capital of Finest Elite and is deemed, or taken to be, interested in all the Shares held by Finest Elite for the purpose of the SFO. Mr. Yeung is an executive Director and a director of Finest Elite.
2. Ms. Lui is the spouse of Mr. Yeung. Accordingly, Ms. Lui is deemed, or taken to be, interested in all the Shares in which Mr. Yeung is interested in for the purpose of the SFO.
3. China Huarong International Holdings Limited beneficially owns 100% of the issued share capital of Right Select.

Based on the shareholding set out above, in the event that the Directors exercise the power to repurchase shares under the Repurchase Mandate to be proposed at the AGM in full to the extent of repurchasing 123,600,000 Shares, the interest of each of the above Shareholders would be increased to approximately the percentages as set out opposite their respective names in the table above, and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

- (i) As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their respective close associates (as defined under the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.
- (ii) As at the Latest Practicable Date, no Core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or any of its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 March 2016 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be any material adverse impact on the working capital or gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed Repurchase Period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

10. SHARE PRICES

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

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
June	1.87	1.32
July	1.64	0.90
August	1.49	1.10
September	1.31	1.10
October	1.38	1.07
November	1.08	0.78
December	0.90	0.79
2016		
January	0.88	0.70
February	0.99	0.81
March	0.96	0.85
April	1.43	0.82
May	2.21	1.04
June	2.48	1.84
July (<i>Up to the Latest Practicable Date</i>)	2.28	1.91

The following are particulars of the Directors proposed to be re-elected at the AGM:

EXECUTIVE DIRECTORS**Mr. Qin Ling (秦岭) (“Mr. Qin”)**

Mr. Qin Ling, aged 38, was appointed as non-executive Director on 24 June 2016. He was re-designated as an executive Director and the chairman of the Board effective from 27 July 2016. Mr. Qin has possessed over 15 years of experience in finance. Mr. Qin is currently the chief executive officer of China Huarong International Holdings Ltd (formerly known as Huarong (HK) International Holdings Limited). He was the chief executive officer of ABC International Holdings Ltd from February 2011 to October 2015. Prior to this, Mr. Qin had worked in a number of financial institutions. Mr. Qin obtained a doctoral degree from Renmin University of China.

Save as disclosed, Mr. Qin does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Qin does not hold any positions in the Company or any of its subsidiaries and does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company.

Mr. Qin has entered into a directors' service agreement with the Company for a term of three years commencing from 27 July 2016. Mr. Qin is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The directors' service agreement can be terminated by either party by giving the other party one month written notice in advance or otherwise in accordance with the terms of the director's service agreement.

Saved as disclosed above, the Company considers that in relation to the re-election of Mr. Qin as an executive Director, there is no information to be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yeung Chun Wai Anthony (楊俊偉) (“Mr. Yeung”)

Mr. Yeung Chun Wai Anthony, aged 40, was appointed as executive Director, the chairman of the Board and the chairman of the nomination committee of the Company on 23 May 2016. He was re-designated as the vice chairman of the Board effective from 27 July 2016. Mr. Yeung is the chairman of the board and an executive director of China Baoli Technologies Holdings Limited (formerly known as REX Global Entertainment Holdings Limited) (Stock Code: 164) since July 2015, and the chairman of the board, the chief executive officer and an executive director of e-Kong

Group Limited (Stock Code: 524) since June 2015, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Yeung was the chairman of the board, the chief executive officer and an executive director of China Minsheng Drawin Technology Group Limited (Stock Code: 726) from December 2014 to September 2015, the vice chairman of the board and an executive director of Leyou Technologies Holdings Limited (Stock Code: 1089) from June 2014 to July 2015, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Yeung had also served as the managing director and a senior executive of J.P. Morgan, Bank of America Merrill Lynch, UBS AG and Normura, mainly responsible for initiation and execution of financial products, debt & risk management, asset management and securities sales, and other related transactions in the Greater China Region during April 2006 to May 2013. Further, he had worked with China COSCO Holdings Company Limited (Stock Code: 1919), the shares of which is listed on the Main Board of the Stock Exchange, as a member of its senior management as well as the deputy chief financial officer and the company secretary during March 2005 to April 2006. Mr. Yeung was previously an independent non-executive director of Global Energy Resources International Group Limited (Stock Code: 8192), the shares of which are listed on GEM, from February 2014 to June 2015.

Mr. Yeung has proven track records and extensive experience in corporate restructuring and rescuing, consulting, corporate finance and business negotiation with well-versed business and people network in the Greater China Region. Mr. Yeung graduated from The University of Hong Kong with a bachelor degree in business administration (accounting and finance) in 1998. He is a fellow member of Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Directors. Mr. Yeung is highly dedicated to community services. He has been serving as an honorary court member of the Hong Kong Baptist University, a member of the Admissions, Budgets and Allocation Committee of the Community Chest of Hong Kong, a founding board member and an honorary treasurer of the Child Development Matching Fund and Quality Mentorship Network Limited, a director of Opera Hong Kong and a council member of the Hong Kong Institute of Directors.

As at the Latest Practicable Date, Mr. Yeung is a controlling shareholder of Finest Elite, a substantial shareholder of the Company. Mr. Yeung is (1) interested in 200,080,000 Shares through Finest Elite, representing approximately 16.19% of the entire issued share capital of the Company; and (2) deemed, or taken to be interested in 30,000,000 Shares held by his spouse under the SFO, representing approximately 2.43% of the entire issued share capital of the Company. Save as disclosed, Mr. Yeung does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yeung does not hold any positions in the Company or any of its subsidiaries and does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company.

Mr. Yeung has entered into a directors' service agreement with the Company for a term commencing from 23 May 2016 to the forthcoming general meeting of the Company. Mr. Yeung is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The directors' service agreement can be terminated by either party by giving the other party one month written notice in advance or otherwise in accordance with the terms of the director's service agreement. Mr. Yeung is entitled to a remuneration of HK\$240,000 per annum, payable on a monthly basis, together with discretionary bonus which is determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Yeung as an executive Director, there is no information to be disclosed pursuant to paragraphs 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Kwan Wai Ming (關偉明) ("Mr. Kwan")

Mr. Kwan Wai Ming, aged 58, was appointed as executive Director on 15 July 2014. He was also appointed as the chief executive officer of the Company and a member of the remuneration committee of the Company on 8 December 2014. Mr. Kwan is primarily responsible for overall management and business development of our Group. Mr. Kwan has over 30 years of experience in the construction industry. He joined CS Engineering in April 2001 and worked as the general manager. Mr. Kwan was appointed as a director of CS Machinery in February 2002 and a director of CS Engineering in December 2006. Prior to joining CS Engineering, Mr. Kwan worked as quantity surveyor in Henderson Real Estate Agency Limited from April 1984 to September 1988. He worked as project coordinator in Anwell Building Construction Company Limited from September 1988 to January 1998 and his last position was the chief quantity surveyor. He worked as an estimating manager in Chevalier International Holdings Limited (Stock Code: 25), the shares of which is listed on the Main Board of the Stock Exchange, from September 1998 to April 2001 and his last position was estimating & subletting manager. Mr. Kwan obtained certificate in civil engineering in November 1980, higher certificate in civil engineering in November 1983 and certificate in building law in November 1984, all awarded by The Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic).

Save as disclosed, Mr. Kwan does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Kwan does not hold any positions in the Company or any of its subsidiaries and does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company.

Mr. Kwan has entered into a director's service contract with the Company for an initial term of three years commencing on 29 December 2014, which may be terminated by either party by giving at least six months' written notice and is entitled to receive a director's remuneration of HK\$1,320,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Kwan as an executive Director, there is no information to be disclosed pursuant to paragraphs 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Tian Ran Cen (田仁燦) ("Mr. Tian")

Mr. Tian Ran Cen, aged 54, was appointed as executive Director on 10 June 2016. Mr. Tian has over 20 years of experience in finance. Mr. Tian is currently the chief executive officer of UBP Investments Management (Shanghai) Limited. He was the chief executive officer of HFT Investment Management Co., Ltd. from April 2003 to March 2015. Prior to this, Mr. Tian had worked in a number of multinational financial institutions.

Mr. Tian obtained a master of business administration degree awarded jointly by the Manchester Business School and The University of Wales, the United Kingdom. He obtained a master in political sciences international relations degree from the Faculty of Political Science of the Shanghai International Studies University. Mr. Tian was graduated from the Shanghai International Studies University with a Bachelor of Arts degree in French and French Literature.

Save as disclosed, Mr. Tian does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tian does not hold any positions in the Company or any of its subsidiaries and does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company.

Mr. Tian has entered into a service agreement with the Company for a term commencing from 10 June 2016 to the forthcoming general meeting of the Company. Mr. Tian is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The service agreement can be terminated by either party by giving the other party one month written notice in advance or otherwise in accordance with the terms of the director's service agreement. Mr. Tian is entitled to a remuneration of HK\$240,000 per annum, payable on a monthly basis, together with discretionary bonus which is determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Tian as an executive Director, there is no information to be disclosed pursuant to paragraphs 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Chan Kee Huen Michael (陳記煊) (“Mr. Chan”)**

Mr. Chan Kee Huen Michael, aged 64, was appointed as independent non-executive Director, the chairman of audit committee of the Company and a member of each of the nomination committee of the Company and remuneration committee of the Company. Mr. Chan is the chief executive of C&C Advisory Services Limited. He is also an independent non-executive director of K.H. Group Holdings Limited (Stock Code: 1557) since February 2016, and an independent non-executive director of Lansan Pharmaceutical Holdings Limited (Stock Code: 503) since April 2010, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Chan has over 25 years of experience in external audit, IT audit, training, accounting and finance, company secretarial and corporate administration, MIS management, internal audit, information security, risk management and compliance experience. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants (previously known as the Hong Kong Society of Accountants) and the Association of Chartered Certified Accountants (previously known as the Chartered Association of Certified Accountants), a fellow member and specialist in Information Technology of CPA Australia (previously known as the Australian Society of Certified Practising Accountants) and an associate of the Institute of Chartered Accountants in England and Wales. He was admitted as a certified information systems auditor with the Information Systems Audit and Control Association in 1985 and a fellow member of the Hong Kong Institute of Directors in 2000. Mr. Chan was admitted as a member of the Chartered Institute of Arbitrators in 2000 and elected as a member of the Institute of Internal Auditors in 1997. Mr. Chan was an adjunct professor in the School of Accounting and Finance of The Hong Kong Polytechnic University from 2009 to 2014. Mr. Chan worked at CMG Life Assurance Limited (formerly known as Jardine CMG Life Assurance Limited) from 1991 to 1996 and his last position was general manager, compliance and corporate affairs. He was employed by Dao Heng Bank Limited in 1996 as the group auditor (which subsequently acquired by DBS Bank (Hong Kong) Limited) and he ceased working for the bank in 2004 with his last position as managing director and head of compliance, Hong Kong and Greater China. Mr. Chan was also the group financial controller of Lam Soon (Hong Kong) Limited from 2004 to 2005, the project director of quality assurance of the Hong Kong Institute of Certified Public Accountants in 2005 and the deputy general manager of the compliance department of Ping An Insurance (Group) Company of China, Ltd. from 2006 to 2009. Mr. Chan graduated with a higher diploma in accountancy from Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1976 and was awarded the postgraduate diploma in business administration from the University of Surrey in March 1998.

Save as disclosed, Mr. Chan does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan does not hold any positions in the Company or any of its subsidiaries and does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company.

Mr. Chan has entered into a service agreement with the Company for a term commencing from 10 June 2016 to the forthcoming general meeting of the Company. Mr. Chan is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The service agreement can be terminated by either party by giving the other party one month written notice in advance or otherwise in accordance with the terms of the director's service agreement. Mr. Chan is entitled to a remuneration of HK\$210,000 per annum, payable on a monthly basis, which is determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chan as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Zhang Xiaoman (張小滿) (“Mr. Zhang”)

Mr. Zhang Xiaoman, aged 34, was appointed as independent non-executive Director and a member of the audit committee of the Company. He holds a bachelor degree in laws from Peking University. Mr. Zhang is a partner of a law firm and qualified lawyer in China. Mr. Zhang has over 13 years of experience in capital market and mainland investment as well as extensive experience in corporate mergers and acquisitions. Mr. Zhang is an independent non-executive director of Rentian Technology Holdings Limited (formerly known as Forefront Group Limited) (Stock Code: 885) since March 2015, and was an independent non-executive director of Enterprise Development Holdings Limited (formerly known as Tai-I International Holdings Limited) (Stock Code: 1808) from March 2011 to January 2015, the shares of all of which are listed on the Main Board of the Stock Exchange.

Save as disclosed, Mr. Zhang does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang does not hold any positions in the Company or any of its subsidiaries and does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company.

Mr. Zhang has entered into a directors' service agreement with the Company for a term commencing from 24 March 2016 to the forthcoming general meeting of the Company. Mr. Zhang is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The directors' service agreement can be terminated by either party by giving the other party one month written notice in advance or otherwise in accordance with the terms of the director's service agreement. Mr. Zhang is entitled to a remuneration of HK\$150,000 per annum, payable on a monthly basis, which is determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Zhang as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Tse Chi Wai (謝志偉) (“Mr. Tse”)

Mr. Tse Chi Wai, aged 48, was appointed as independent non-executive Director, the chairman of the remuneration committee of the Company, a member of the audit committee and the nomination committee of the Company. He has over 20 years of experience in auditing, accounting and finance gained from working with various international accounting firms and listed companies. Mr. Tse is an executive director, the financial controller and company secretary of China Information Technology Development Limited (Stock Code: 8178) since 15 August 2011, and an independent non-executive director of Great Water Holdings Limited (Stock Code: 8196) since 8 December 2015, the shares of all of which are listed on GEM. Mr. Tse is also an independent non-executive director of China Environmental Technology Holdings Limited (Stock Code: 646) since May 2015, and an independent non-executive director of Sunac China Holdings Limited (Stock Code: 1918) since December 2012, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Tse is also an executive director of Jih Sun Financial Holding Company Limited (Stock Code: 5820: Taiwan) since December 2010, the shares of which are listed on the Taiwan Stock Exchange Corporation.

Mr. Tse graduated from The University of Hong Kong in June 1989 with a bachelor degree in social sciences. Mr. Tse is a fellow member of the Association of Chartered Certified Accountants of the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants. During the period between March 2015 and November 2015, Mr. Tse was an independent non-executive director of Greens Holdings Ltd. (“**Greens Holdings**”) (Stock Code: 1318), a company incorporated in the Cayman Islands and principally engaged in the manufacture and supply of heat transfer products and solutions, the shares of which are listed on the Main Board of the Stock Exchange. Greens Holdings announced that (i) on 2 September 2015, Greens Holdings filed a winding up petition with the Grand Court of the Cayman Islands; (ii) on 29 September 2015, a winding up petition was filed with the High Court of Hong Kong against Greens Holdings by a bondholder for an outstanding debt

under the unlisted bonds issued by Greens Holdings in January 2015; (iii) on 8 October 2015, joint provisional liquidators were appointed pursuant to an order of the Grand Court of the Cayman Islands; (iv) the winding up petition instituted in Hong Kong was heard on 2 December 2015; and (v) as at the Latest Practicable Date, the said winding up petitions are still in progress. Mr. Tse confirmed that (i) there is no wrongful act on his part leading to the said winding up petitions and he is not aware of any actual or potential claim which has been or will be made against him as a result of the said winding up petitions; and (ii) his involvement in Greens Holdings during his tenure was part and parcel of his services as a director thereof and no misconduct or misfeasance on his part had been involved in the said winding up petitions.

Save as disclosed, Mr. Tse does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tse does not hold any positions in the Company or any of its subsidiaries and does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any other directors, senior management or substantial or controlling shareholder(s) of the Company.

Mr. Tse has entered into a directors' service agreement with the Company for a term commencing from 19 April 2016 to the forthcoming general meeting of the Company. Mr. Tse is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The directors' service agreement can be terminated by either party by giving the other party one month written notice in advance or otherwise in accordance with the terms of the director's service agreement. Mr. Tse is entitled to a remuneration of HK\$150,000 per annum, payable on a monthly basis, which is determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Tse as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs 13.51(2) (h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF AGM



Chun Sing Engineering Holdings Limited

震昇工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2277)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of Chun Sing Engineering Holdings Limited (the “**Company**”) will be held at Empire Room 1, 1/F, Empire Hotel, 33 Hennessy Road, Wan Chai, Hong Kong on 26 August 2016 (Friday), at 2:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) of the Company and the auditors of the Company for the year ended 31 March 2016.
2. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3.
 - (a) To re-elect Mr. Qin Ling as an executive Director;
 - (b) To re-elect Mr. Yeung Chun Wai Anthony as an executive Director;
 - (c) To re-elect Mr. Kwan Wai Ming as an executive Director;
 - (d) To re-elect Mr. Tian Ren Can as an executive Director;
 - (e) To re-elect Mr. Chan Kee Huen Michael as an independent non-executive Director;
 - (f) To re-elect Mr. Zhang Xiaoman as an independent non-executive Director;
 - (g) To re-elect Mr. Tse Chi Wai as an independent non-executive Director; and
 - (h) To authorise the board of Directors to fix the remunerations of the Directors.
4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant

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Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “**Share**”) each in the share capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the Capital of the Company) during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the aggregate number of issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares

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as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of resolutions nos. 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to resolution no. 4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued Shares repurchased by the Company under the authority granted pursuant to resolution 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing this resolution.”
7. “**THAT**
- (a) the authorised share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 Shares to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,000,000,000 Shares; and
- (b) the Directors be and are hereby authorised to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid increase in authorised share capital of the Company.”

By Order of the Board
Chun Sing Engineering Holdings Limited
Yeung Chun Wai Anthony
Vice Chairman

Hong Kong, 28 July 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the board of Directors, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

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5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to this circular.
8. Details of the retiring Directors proposed to be re-elected as Directors at the Meeting are set out in Appendix II to this circular.
9. The transfer books and Register of Members of the Company will be closed from 24 August 2016 to 26 August 2016, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 23 August 2016.
10. A proxy form of the Meeting is enclosed.