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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 **Neway Group Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

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**NEWAY GROUP HOLDINGS LIMITED****中星集團控股有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 00055)**Website: <http://www.newaygroup.com.hk>

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED AMENDMENTS TO BYE-LAWS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of the 2017 AGM to be held at Daisy Room and Freesia Room, Basement 1, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 9 June 2017 at 11:30 a.m. is set out on pages 13 to 21 of this circular. Whether or not you intend to attend and vote at the 2017 AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:30 a.m. (Hong Kong time) on Wednesday, 7 June 2017 or not later than 48 hours before the time appointed for holding any adjourned meeting of the 2017 AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2017 AGM should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

28 April 2017

\* For identification purpose only

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## DEFINITIONS

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

“2017 AGM”	the annual general meeting of the Company to be held at Daisy Room and Freesia Room, Basement 1, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 9 June 2017 at 11:30 a.m. or at any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“close associate”	has the same meaning as ascribed to it under the Listing Rules
“CCASS”	the Central Clearing and Settlement System
“Company”	Neway Group Holdings Limited, a company incorporated in Bermuda with limited liability, and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with additional Shares of up to 20% of the aggregate number of issued Shares as at the date of passing of the resolution granting such mandate
“Latest Practicable Date”	25 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate to repurchase Shares of up to 10% of the aggregate number of issued Shares as at the date of passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00055)**

*Executive Directors:*

Mr. SUEK Ka Lun, Ernie (*Chairman*)  
Mr. SUEK Chai Hong (*Chief Executive Officer*)

*Non-Executive Directors:*

Dr. NG Wai Kwan  
Mr. CHAN Kwing Choi, Warren  
Mr. WONG Sun Fat

*Independent Non-Executive Directors:*

Mr. TSE Tin Tai  
Ms. LUI Lai Ping, Cecily  
Mr. LEE Kwok Wan  
Mr. LAI Sai Wo, Ricky

*Alternate Director:*

Mr. LAU Kam Cheong (*alternate to Dr. NG Wai Kwan*)

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal Place of Business*

*in Hong Kong:*

Chung Tai Printing Group Building  
11 Yip Cheong Street  
On Lok Tsuen, Fanling  
New Territories  
Hong Kong

28 April 2017

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED AMENDMENTS TO BYE-LAWS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2017 AGM. These include, among others, (i) ordinary resolutions relating to the grant to the Directors the Issue Mandate and the Repurchase Mandate; (ii) ordinary resolutions relating to the re-election of the Directors; and (iii) special resolutions relating to the amendments to the Bye-laws.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

On 30 June 2016, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the 2017 AGM. At the 2017 AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the shares of the Company may be listed, Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the 2017 AGM.

### GENERAL MANDATE TO ISSUE SHARES

On 19 December 2016, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares. Such mandate will lapse at the conclusion of the 2017 AGM. At the 2017 AGM, an ordinary resolution will be proposed to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

In addition, an ordinary resolution will further be proposed at the 2017 AGM adding any Shares repurchased under the Repurchase Mandate to the total number of Shares which may be allotted and issued under the Issue Mandate. The Repurchase Mandate and the Issue Mandate would be in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by way of ordinary resolution of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

### PROPOSED RE-ELECTION OF DIRECTORS

Mr. SUEK Chai Hong, Dr. NG Wai Kwan and Ms. LUI Lai Ping, Cecily will retire as Directors by rotation at the 2017 AGM pursuant to Bye-law 87(1) of the Bye-laws. Mr. SUEK Chai Hong and Dr. NG Wai Kwan, being eligible, will offer themselves for re-election at the 2017 AGM whilst Ms. LUI Lai Ping, Cecily has indicated that she will not offer herself for re-election at the 2017 AGM.

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## LETTER FROM THE BOARD

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Mr. LAI Sai Wo, Ricky, an independent non-executive Director, has been appointed as an addition to the Board on 19 April 2017. Pursuant to Bye-law 86(2) of the Bye-laws, Mr. LAI Sai Wo, Ricky will also retire at the 2017 AGM and, being eligible, will offer himself for re-election at the 2017 AGM.

Biographical details of the Directors seeking for re-election at the 2017 AGM are set out in Appendix II to this circular.

### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

To cater for the increasing demand from investors holding securities in listed companies through CCASS for attending the shareholders' meetings in person or appointing proxies/corporate representatives to vote on their behalf, the Board proposes to amend the Bye-laws and incorporate certain house-keeping amendments (the "**Proposed Amendments**") in order to, among other matters, include provisions allowing HKSCC Nominees Limited (or any successor thereto) to appoint multiple proxies/corporate representatives to attend general meetings of the Company. For flexibility, the Proposed Amendments also enable the Company to give notice of a closure of the register of members of the Company by any means in such manner as may be accepted by the Stock Exchange, in addition to the existing method of advertisement on certain newspapers.

The Board proposes to seek approval from the Shareholders by way of special resolution at the 2017 AGM for the Proposed Amendments. Details of the Proposed Amendments are set out in item 6 of the notice of the 2017 AGM.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a Bermuda company listed on the Stock Exchange.

The Shareholders are advised that the Bye-laws are available only in English and the Chinese translation of the amendments to the Bye-laws in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

Subject to the Shareholders' approval of the Proposed Amendments by special resolution at the 2017 AGM, the Board also proposes to adopt the amended and restated Bye-laws consolidating the aforesaid Proposed Amendments and all previous amendments to the Bye-laws made in compliance with applicable laws in substitution for and to the exclusion of the existing Bye-laws.

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## LETTER FROM THE BOARD

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### NOTICE OF THE 2017 AGM

Notice of the 2017 AGM is set out on pages 13 to 21 of this circular. A proxy form for appointing proxy is despatched with this circular and published on the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company's website ([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk)). Whether or not you intend to attend and vote at the 2017 AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:30 a.m. (Hong Kong time) on Wednesday, 7 June 2017 or not later than 48 hours before the time appointed for any adjourned meeting of the 2017 AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2017 AGM should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

### VOTING AT THE 2017 AGM

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2017 AGM. An announcement on the poll results will be published by the Company after the 2017 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the 2017 AGM, the register of members of the Company will be closed from Monday, 5 June 2017 to Friday, 9 June 2017, both days inclusive, during which no transfer of Shares will be effected. In order to be entitled to attend and vote at the 2017 AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Friday, 2 June 2017.

### RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate and Issue Mandate to the Directors; the proposed re-election of the Directors; and the Proposed Amendments to the Bye-laws are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the 2017 AGM.

Yours faithfully,  
For and on behalf of the Board  
**NEWAY GROUP HOLDINGS LIMITED**  
**SUEK Ka Lun, Ernie**  
*Chairman*



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

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 253,639,456 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company before the holding of the 2017 AGM, the Company will be allowed to repurchase a maximum of 25,363,945 Shares, representing 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution.

## **2. REASON FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of retained profits which are legally available for the purpose of making the proposed repurchases in accordance with the Company's Memorandum of Association, the Bye-laws and the applicable laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report for the year ended 31 December 2016) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing positions of the Company.

**4. SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	Share Prices Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
April	0.590	0.500
May	0.580	0.455
June	0.680	0.485
July	0.620	0.520
August	0.670	0.530
September	0.640	0.540
October	0.750	0.570
November	0.590	0.530
December	0.570	0.530
<b>2017</b>		
January	0.570	0.530
February	0.610	0.540
March	0.730	0.590
April (up to and including the Latest Practicable Date)	0.610	0.550

**5. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, the Company's Memorandum of Association and the Bye-laws.

The Company has not been notified by any core connected person of the Company (as defined in the Listing Rules) that he/she/it has a present intention to sell, or has undertaken not to sell, any Shares held by him/her/it to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, 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. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' 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, to the best of the Directors' knowledge having made all reasonable enquiries, they are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. The Directors have no intention to repurchase Shares to such an extent that would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

*The following are the biographical details of the Directors seeking for re-election at the 2017 AGM:*

- (1) **Mr. SUEK Chai Hong** (“**Mr. SUEK**”), aged 55, was appointed as the chief executive officer of the Company since August 2009. He has been an executive Director since 1992. Mr. SUEK obtained a bachelor degree of Business Administration in Finance from York University, Canada. He has more than 25 years of experience in marketing and is responsible for running the Company’s businesses and developing and implementing the Group’s strategic plans and business goals. Mr. SUEK has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years.

Mr. SUEK is the uncle of Mr. SUEK Ka Lun, Ernie, an executive Director and the chairman of the Company.

As at the Latest Practicable Date, Mr. SUEK beneficially owned 700,000 Shares within the meaning of Part XV of the SFO.

Mr. SUEK has not entered into any service contract with the Company and there is no designated length of service but his appointment is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. He is entitled to receive a director’s fee as determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions. Mr. SUEK’s total emoluments for the year ended 31 December 2016 were HK\$1,260,000.

Save as disclosed above, Mr. SUEK confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there is no other matters concerning him that needs to be brought to the attention of the Shareholders.

- (2) **Dr. NG Wai Kwan** (“**Dr. NG**”), aged 67, was appointed as a non-executive Director in March 2007. Dr. NG holds an engineering doctorate degree from the University of Warwick in the United Kingdom. Dr. NG has over 30 years’ experience in procurement, logistic planning, and executive and leadership development. Dr. NG has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years.

Dr. NG is the uncle of Mr. SUEK Ka Lun, Ernie, an executive Director and the chairman of the Company.

As at the Latest Practicable Date, Dr. NG beneficially owned 8,000 Shares within the meaning of Part XV of the SFO.

Dr. NG does not hold any other position in the Company or any of its subsidiaries. Pursuant to a letter of appointment entered into between Dr. NG and the Group, Dr. NG was appointed for a term of three years from 1 April 2016 to 31 March 2019, subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. Dr. NG is entitled to receive a director’s fee of HK\$100,000 per annum which is determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions.

Save as disclosed above, Dr. NG confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there is no other matters concerning him that needs to be brought to the attention of the Shareholders.

- (3) **Mr. LAI Sai Wo, Ricky** (“**Mr. LAI**”), aged 43, was appointed as an independent non-executive Director in April 2017. Mr. LAI holds a Master degree of Corporate Governance from The Hong Kong Polytechnic University and a Bachelor degree of Arts (Honours) in Accountancy from the City University of Hong Kong. Mr. LAI is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and an associate member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

Mr. LAI has more than 15 years of accounting and management experience. He is currently the financial controller and the company secretary of Jolimark Holdings Limited (Stock Code: 2028), whose shares are listed on the Main Board of the Stock Exchange. Mr. LAI has not held any directorships in any other listed companies in Hong Kong or overseas in the last three years.

Mr. LAI was appointed as the company secretary of the Company from August 2006 to March 2007. Mr. LAI did not hold any other position in the Company and any of its subsidiaries as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. LAI (i) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment dated 19 April 2017 made between Mr. LAI and the Company, Mr. LAI has been appointed as an independent non-executive Director for a term of three years from 19 April 2017 to 18 April 2020, unless terminated by either party by one month notice and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. Mr. LAI is entitled to a director’s fee of HK\$100,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. LAI confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there is no other matters concerning him that needs to be brought to the attention of the Shareholders.

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## NOTICE OF 2017 AGM

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### NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00055)

**NOTICE IS HEREBY GIVEN** that the 2017 annual general meeting of Neway Group Holdings Limited (the “**Company**”) will be held at Daisy Room and Freesia Room, Basement 1, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 9 June 2017 at 11:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

**As ordinary business:**

1. To adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 31 December 2016.
2.
  - A. To re-elect Mr. SUEK Chai Hong as a director of the Company;
  - B. To re-elect Dr. NG Wai Kwan as a director of the Company; and
  - C. To re-elect Mr. LAI Sai Wo, Ricky as a director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

**As special business**, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

\* For identification purpose only

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## NOTICE OF 2017 AGM

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5. A. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares in the share capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the shares 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 in accordance with all applicable laws and the regulations including but not limited to the Rules Governing the Listing of Securities on the Stock Exchange (**“Listing Rules”**) be and is hereby generally and unconditionally approved;
- (b) the Shares to be 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 per cent of the aggregate number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the bye-laws of the Company, the laws of Bermuda or any other applicable laws; and



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## NOTICE OF 2017 AGM

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- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”

**B. “THAT:**

- (a) subject to paragraph (c) of this resolution below and pursuant to the Listing Rules, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the bye-laws of the Company;
  - (iii) any share option scheme or similar arrangement of the Company from time to time being adopted for the grant or issue of Shares or rights to acquire Shares; or
  - (iv) a specific authority granted or to be granted by the shareholders of the Company in a general meeting,

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## NOTICE OF 2017 AGM

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shall not exceed 20 per cent of the aggregate number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the bye-laws of the Company, the laws of Bermuda or any other applicable laws; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of the Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of the Shares 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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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## NOTICE OF 2017 AGM

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- C. “**THAT** conditional upon the passing of ordinary resolutions 5A and 5B as set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to ordinary resolution 5B set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5A set out in the notice convening this meeting.”

### SPECIAL RESOLUTIONS

**As special business**, to consider and, if thought fit, pass the following resolutions as special resolutions of the Company:

6. “**THAT** the bye-laws of the Company be amended in the following manner:

(a) **Bye-law 44**

By deleting the existing Bye-law 44 in its entirety and substituting therefor the following:

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

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**(b) Bye-law 51**

By deleting the existing Bye-law 51 in its entirety and substituting therefor the following:

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

**(c) Bye-law 78**

By deleting the existing Bye-law 78 in its entirety and substituting therefor the following:

“78. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. 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 a general meeting of the Company or at a meeting of any class of members. A proxy needs not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.”

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**(d) Bye-law 80**

By deleting the existing Bye-law 80 in its entirety and substituting therefor the following:

“80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

**(e) Bye-law 84(2)**

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

“(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any meeting of any class of Members. Provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares in respect of which each such person is so authorised. Each person so authorised under the provision of this Bye-law shall be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same rights and power on behalf of the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation as that clearing house or its nominee(s) could exercise if it were an individual Member of the Company including, where a show of hands is allowed, the rights to vote individually on show of hands.”

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7. “**THAT** conditional on the passing of special resolution numbered 6 above, the amended and restated bye-laws of the Company which consolidates all of the proposed amendments referred to in special resolution numbered 6 and all previous amendments made thereto in compliance with applicable laws, a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the annual general meeting for identification purpose, be and are hereby adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.”

On Behalf of the Board  
**NEWAY GROUP HOLDINGS LIMITED**  
**SUEK Ka Lun, Ernie**  
*Chairman*

28 April 2017

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*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. For determining the entitlement of shareholders of the Company to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 5 June 2017 to Friday, 9 June 2017, both days inclusive, during which no transfer of shares of the Company will be effected. In order to be entitled to attend and vote at the meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Friday, 2 June 2017.
3. To be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:30 a.m. (Hong Kong time) on Wednesday, 7 June 2017 or not less than 48 hours before the time appointed for holding of any adjourned meeting.
4. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the above meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
5. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
6. As at the date of this notice, the directors of the Company are Mr. SUEK Ka Lun, Ernie (Chairman) and Mr. SUEK Chai Hong (Chief Executive Officer) being the executive directors; Dr. NG Wai Kwan, Mr. CHAN Kwing Choi, Warren and Mr. WONG Sun Fat being the non-executive directors; and Mr. TSE Tin Tai, Ms. LUI Lai Ping, Cecily, Mr. LEE Kwok Wan and Mr. LAI Sai Wo, Ricky being the independent non-executive directors; and Mr. LAU Kam Cheong being the alternate director to Dr. NG Wai Kwan.