

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



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of United Pacific Industries Limited (the “Company”) will be held at Function Room, Basement 2, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Tuesday, 6 June 2017, at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the report of the directors and the independent auditor’s report for the year ended 31 December 2016.
2. To re-elect each of the following directors by separate resolution:
 - a. Ms. Yeung So Lai as executive director
 - b. Mr. Lee Chi Shing Caesar as executive director
 - c. Ms. Hu Gin Ing as independent non-executive director
 - d. Mr. Chiu Sze Wai Wilfred as independent non-executive director
 - e. Mr. Chow Wai Leung William as independent non-executive director
3. To authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint BDO Limited as the auditor of the Company and to authorise the board of directors to fix its remuneration.

ORDINARY RESOLUTIONS

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below, 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 ordinary shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the total number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) 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 of the Company pursuant to the bye-laws of the Company (the “**Bye-laws**”); or (v) a specific authority granted or to be granted by the shareholders in general meeting, shall not exceed 20 per cent of the total number of the issued Shares as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the approval in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes 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 by the Bye-laws or any applicable laws to be held; and

 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (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 in any territory outside Hong Kong).”

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.10 each in the capital of the Company 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 recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (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 total number of the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the total number of the issued Shares of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and the said approval shall be limited accordingly; and
- (c) for the purposes 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 by the Bye-laws or any applicable laws to be held; and
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of ordinary resolutions No. 5 and No. 6 as set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution No. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto a number representing the total number of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution No. 6 set out in the notice convening this meeting provided that such number shall not exceed 10 per cent of the total number of the issued Shares of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** (i) the authorized share capital of the Company be increased from HK\$150,000,000 divided into 1,500,000,000 shares of HK\$0.10 each (the “**Share(s)**”) to HK\$1,500,000,000 divided into 15,000,000,000 Shares of HK\$0.10 each by the creation of 13,500,000,000 new Shares of HK\$0.10 each (the “**Increase in Authorised Share Capital**”); and (ii) any one of the Directors be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

9. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any options (“**Options**”) granted or to be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “**B**” produced to the meeting and for the purposes of identification signed by the Chairman thereof, (i) the New Share Option Scheme be and is hereby approved and adopted; and (ii) the Directors be and are hereby authorised to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as they may, in their absolute discretion, deem necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation;

- (a) to administer and determine the selection of grantees and the terms of their respective Options;
- (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modifications and/or amendments;
- (c) to issue and allot from time to time such Shares as may be required to be issued pursuant to the exercise of Options; and
- (d) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges on which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of Options under the New Share Option Scheme.”

SPECIAL RESOLUTIONS

10. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** “Superactive Group Company Limited” and “先機企業集團有限公司” be and is hereby adopted as the Company’s name and the Company’s Chinese secondary name, respectively and the Directors be and are hereby authorised to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as they may, in their absolute discretion, deem necessary or expedient in order to effect and record such adoption.”

11. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the New Bye-laws, a copy of which has been produced to this meeting marked “A” and signed by the Chairman for the purposes of identification be and are hereby approved and adopted as the New Bye-laws in substitution for and to the exclusion of the existing Bye-laws and that the Directors be and are hereby authorised to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as they may, in their absolute discretion, deem necessary or expedient in order to effect and record such adoption.”

By Order of the Board
United Pacific Industries Limited
Yeung So Lai
Chairman

Hong Kong, 28 April 2017

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business in Hong Kong:

Unit 503C
5/F., Golden Centre
188 Des Voeux Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of appointment of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. For determining the entitlement to attend and vote at the annual general meeting, the register of members will be closed from 1 June 2017 to 6 June 2017, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 31 May 2017.
4. Regarding item 2 of this notice, details of the retiring Directors proposed to be re-elected are set out in Appendix IV to this circular.
5. Where there are registered joint holders of any Shares, any one of such persons may vote, 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 are present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
6. All resolutions at the meeting will be taken by poll pursuant to the Bye-laws and the Listing Rules and the results of the poll voting will be published on the websites of the Stock Exchange and the Company respectively in accordance with the Listing Rules.
7. If typhoon signal No.8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's websites (www.upi.com.hk, www.irasia.com/listco/hk/upi) to notify shareholders of the date, time and place of the rescheduled meeting.
8. The executive Directors as at the date of this notice are Ms. Yeung So Lai and Mr. Lee Chi Shing Caesar and the independent non-executive Directors are Mr. Chiu Sze Wai Wilfred, Mr. Chow Wai Leung William and Ms. Hu Gin Ing.