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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sino Harbour Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SINO HARBOUR HOLDINGS GROUP LIMITED**

**漢港控股集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1663)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2017 AGM to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 27 July 2017 is set out on pages 14 to 20 of this circular.

A form of proxy for use in connection with the 2017 AGM is enclosed with this circular. If you are unable to attend the 2017 AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited of 31/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2017 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2017 AGM or its adjournment if you so wish. If you attend and vote at the 2017 AGM, the authority of your proxy will be revoked.

28 June 2017

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*This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.*

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## DEFINITIONS

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

“2017 AGM”	the AGM to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 27 July 2017
“2017 AGM Notice”	the notice convening the 2017 AGM, which is set out on pages 14 to 20 of this circular
“AGM”	the annual general meeting of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, supplemented or otherwise modified from time to time
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Sino Harbour Holdings Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1663)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	executive Director(s)
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the number of the Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	19 June 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Pan Hong Holdings”	Pan Hong Holdings Group Limited, a company incorporated in Bermuda with limited liability whose issued shares are listed on the main board of Singapore Exchange Securities Trading Limited and a controlling shareholder of the Company
“PRC”	the People’s Republic of China (which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan)
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the 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
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules

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## DEFINITIONS

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“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“Year”	the financial year ended 31 March 2017
“%”	per cent.

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LETTER FROM THE BOARD

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**SINO HARBOUR HOLDINGS GROUP LIMITED**

**漢港控股集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1663)**

*Executive Directors:*

SHI Feng (*Deputy Chairman and  
Chief Executive Officer*)

WONG Lui

GAO Lan

*Non-executive Director:*

CHAN Heung Ling (*Chairlady*)

*Independent Non-executive Directors:*

XIE Gang

LEE Man To

ZHANG Juan

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

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

28 June 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the 2017 AGM Notice and the information regarding the resolutions to be proposed at the 2017 AGM relating to:

- (i) the re-election of Directors;
- (ii) the grant of the Issue Mandate;

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## LETTER FROM THE BOARD

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- (iii) the grant of the Repurchase Mandate; and
- (iv) the grant of the Extension Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with bye-law 84(1) of the Bye-laws, at each AGM one-third of the Directors for the time being shall retire from office by rotation. Mr. WONG Lui, an Executive Director, Ms. GAO Lan, an Executive Director, and Ms. ZHANG Juan, an INED will retire at the 2017 AGM and, being eligible, offer themselves for re-election in accordance with bye-law 84 of the Bye-laws. The biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

The Nomination Committee has assessed and reviewed the written confirmation of each of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs, including Ms. ZHANG Juan remain independent. The Nomination Committee has also evaluated the performance of the retiring Directors for the Year and finds their performance satisfactory. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the retiring Directors, namely Mr. WONG Lui, Ms. GAO Lan and Ms. ZHANG Juan stand for re-election as Directors at the 2017 AGM. As a good corporate governance practice, each of the above retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

### GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders at the AGM held on 26 July 2016, among other things, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the Shares in issue at the date of passing of the relevant resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue at the date of passing of the relevant resolution; and (c) the power to extend the general mandate mentioned in (a) above by adding thereto the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above.

The above general mandates will expire at the conclusion of the 2017 AGM. At the 2017 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares not exceeding 20% of the total number of the Shares in issue on the date of passing of such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 2,464,000,000 Shares;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange not exceeding 10% of the total number of the Shares in issue on the date of passing of such resolution; and

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## LETTER FROM THE BOARD

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- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by adding such number of Shares as repurchased under the Repurchase Mandate.

Subject to the approval of the above proposals by the Shareholders at the 2017 AGM, the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next AGM of the Company following the 2017 AGM; (b) the date by which the next AGM is required by any applicable laws or the Bye-laws to be held; or (c) the revocation, variation or renewal of the authority given to the Directors thereunder by ordinary resolution(s) of the Shareholders in a general meeting prior to the next AGM.

On the basis that no Shares are further issued or repurchased and cancelled prior to the 2017 AGM, the Company would be allowed to allot, issue and deal with a maximum of 492,800,000 new Shares. The Directors wish to state that they have no immediate plan to allot and issue any new Shares under the Issue Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information, which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2017 AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

### **2017 AGM**

The 2017 AGM Notice is set out on pages 14 to 20 of this circular. Ordinary resolutions in respect of, among other matters, the re-election of the Directors as well as the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will be proposed to the Shareholders for approval at the 2017 AGM.

To the best of the Director's knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the 2017 AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the 2017 AGM Notice will be put to vote by way of poll at the 2017 AGM pursuant to bye-law 66 of the Bye-laws. An announcement on the results of the vote by poll will be made by the Company after the 2017 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy is enclosed with this circular for use in connection with the AGM. If you are unable to attend the 2017 AGM and wish to exercise your right as a Shareholder, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited of 31/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2017 AGM or its adjournment. Completion and return of a form of proxy will not preclude you from attending and voting in person at the 2017 AGM or its adjournment if you so wish. If you attend and vote at the 2017 AGM, the authority of your proxy will be revoked.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of the Directors as well as the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to be proposed at the 2017 AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the aforesaid resolutions to be proposed at the 2017 AGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility and confirm, having made all reasonable enquires, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your faithfully,  
For and on behalf of the Board  
**Sino Harbour Holdings Group Limited**  
**SHI Feng**  
*Deputy Chairman and Executive Director*

**PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION**

The biographical details of the Directors proposed for re-election at the 2017 AGM are set out below:

**Executive Directors*****Mr. WONG Lui (“Mr. WONG”)***

Mr. WONG Lui (汪磊), aged 34, became an Executive Director on 4 July 2011 and is a member of the Nomination Committee. He is also a director of certain subsidiaries of the Company. Mr. WONG is mainly responsible for the operational management and development of the projects of Nanchang Honggu Kaixuan (南昌紅谷凱旋) and Fuzhou Hua Cui Ting Yuan (撫州華萃庭院) in the PRC. He joined Pan Hong Holdings in October 2007 as the assistant to the chairman of Pan Hong Holdings responsible for the formulation of business strategy and management of Pan Hong Holdings. He was appointed as the deputy project manager and the deputy general manager of Jiangxi Asia City Real Estate Development Co., Ltd. (江西亞洲城房地產開發有限公司), one of the Company’s subsidiaries, in 2008 and was mainly responsible for management of construction works. He was also appointed as the general manager of the Company’s subsidiaries, Fuzhou Pan Hong Kai Xuan Property Development Co., Ltd. (“**Fuzhou Pan Hong**”, 撫州汎港房地產開發有限公司), Hangzhou Ganglian Real Estate Co., Ltd. (“**Hangzhou Ganglian**”, 杭州港聯置業有限公司) and Jiangxi Hanyun Incubator Limited (“**Hanyun Incubator**”, 江西漢昀孵化器有限公司) in 2009, 2014 and 2015 respectively and was mainly responsible for the formulation of business strategy and the daily management of Fuzhou Pan Hong, Hangzhou Ganglian and Hanyun Incubator.

Mr. WONG is now a member of the Chinese People’s Political Consultative Conference of Jiangxi Province, the PRC and a standing committee member of Jiangxi Federation of Industry and Commerce in the PRC.

Mr. WONG is the son of Ms. CHAN Heung Ling (“**Ms. Chan**”), the non-executive Director and chairlady of the Board, and Mr. WONG Lam Ping, a controlling shareholder of the Company. Ms. Chan and Mr. WONG Lam Ping indirectly control Pan Hong Holdings. Save as disclosed above, Mr. WONG has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. WONG has entered into a renewal service agreement with the Company for a period of three years commencing on 10 June 2017. Either party may terminate the employment by serving the other party a written notice of not less than six months. He is presently entitled to a basic salary of HK\$648,000 per annum and a discretionary bonus as may be determined by the Board at its absolute discretion upon the Remuneration Committee’s recommendation. His remuneration has been determined by reference to the market conditions, his seniority, experience, duties and responsibilities within the Group and the Company’s remuneration policy.

*Ms. GAO Lan (“Ms. GAO”)*

Ms. GAO Lan (高嵐), aged 51, joined the Group in June 2010 as the director of marketing and administration. She has been re-designated as the Group’s director of marketing since November 2013 in order to concentrate on the Group’s marketing affairs. Ms. GAO was appointed as an Executive Director on 13 August 2014 and is also a member of the Nomination Committee.

Ms. GAO graduated from the Jiangxi Industrial University (江西工業大學) in the PRC, the predecessor of Nanchang University (南昌大學), in 1987, with a bachelor’s degree majoring in industrial and civil construction. She was certified as an engineer in 1994 and qualified as a class 2 constructor in 2003.

Ms. GAO has extensive experience in the construction and real estate development industry. She worked at the technology division of the real estate department of Nanchang City Municipal Engineering Development Co., Ltd. (南昌市市政工程開發有限公司) from 1987 to 1993. She joined Hainan Huan Li (Real Estate) Group (海南環立(地產)集團) in 1993, acting as the director of the chief executive officer’s office, and as the deputy general manager of Hainan Huan Li Real Estate Development Co. Ltd. (海南環立房地產開發有限公司). Ms. GAO was the deputy general manager of Shanghai Jing Ja Immovable Investment Consultant Co., Ltd. (上海經佳不動產投資諮詢有限公司) from 2001 to 2006. From 2006 to 2009, she was the deputy general manager of Nanchang Lan Di Consultant Co., Ltd. (南昌藍地顧問有限公司). After that, she joined Jiangxi Jinhai Property Co., Ltd. (江西錦海置業有限責任公司) as the general manager from 2009 to 2010 before joining the Group.

Ms. GAO has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Ms. GAO has entered into a renewal service agreement with the Company for a period of three years commencing on 10 June 2017. Either party may terminate the employment by serving the other party a written notice of not less than six months. She is presently entitled to a basic salary of RMB300,000 per annum and a discretionary bonus as may be determined by the Board at its absolute discretion upon the Remuneration Committee’s recommendation. Her remuneration has been determined by reference to the market conditions, her seniority, experience, duties and responsibilities within the Group and the Company’s remuneration policy.

**INED***Ms. ZHANG Juan (“Ms. ZHANG”)*

Ms. ZHANG Juan (張娟), aged 33, became an INED on 4 July 2011. She is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

She has been the legal representative of Shanghai Jinfu Trading Company Limited (上海錦馥商貿有限公司) since 2009, which is principally engaged in the business of retail of jewellery and artworks and accessories trading. Ms. ZHANG is responsible for product design and product manufacturing and sales process. She has also been a director of Shanghai Yunteng Investment Management Limited (上海雲騰投資管理有限公司) since 2010, which is principally engaged in the business of financial investment management and consultation. Ms. ZHANG is in charge of the said company's financial regulatory matters, budget analysis, as well as overseeing the said company's internal controls. Ms. ZHANG graduated from the Shanghai Ocean University (上海海洋大學) (formerly known as Shanghai Fisheries University (上海水產大學)), in the PRC with a bachelor's degree in finance in 2005.

Ms. ZHANG has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Ms. ZHANG has entered into a renewal appointment letter with the Company for a term of one year commencing on 10 June 2017, which will thereafter continue year to year subject to Ms. ZHANG's retirement by rotation and/or re-election at the AGM in accordance with the Bye-laws. Either party may terminate the appointment by serving the other party a written notice of not less than one month. She is presently entitled to a director's fee of HK\$10,000 per month, subject to the Board's review from time to time at its discretion after taking into account the recommendation of the Remuneration Committee. Her director's fee has been determined by reference to the market conditions, her seniority, experience, duties and responsibilities within the Company and the Company's remuneration policy.

As at the Latest Practicable Date, none of the above retiring Directors proposed for re-election:

- i. held any other directorships in any listed public company in the past three years; and
- ii. was interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO pursuant to Rule 13.51(2)(f) of the Listing Rules.

Each of the above retiring Directors is subject to retirement by rotation and re-election at the AGM in accordance with the Bye-laws.

Further, there is no other information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there other matter concerning the above Directors that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules. In addition, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

*This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2017 AGM in relation to the Repurchase Mandate.*

### **1. SHARE CAPITAL AND MAXIMUM NUMBER OF SHARES THAT MAY BE REPURCHASED**

The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number of Shares as represents 10% of the aggregate number of the Shares in issue on the date of the 2017 AGM. As at the Latest Practicable Date, there were an aggregate of 2,464,000,000 Shares in issue. Subject to the passing of the relevant resolution approving the Repurchase Mandate and on the basis that no Shares will be further issued or repurchased and cancelled prior to the 2017 AGM, the Company would be permitted under the Repurchase Mandate to repurchase a maximum of 246,400,000 Shares. The Repurchase Mandate relates only to the repurchase of Shares which are fully paid up.

### **2. REASONS 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 the Shares listed on the Stock Exchange or any other stock exchange. Share repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be financed out of funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda and Hong Kong. Any repurchases by the Company may be made out of the capital paid up on the Shares to be repurchased, the funds of the Company which would otherwise be available for dividend or distribution or the proceeds out of any issue of new Shares made for the purpose of the repurchase and, in case of any premium payable on the repurchase out of the funds of the Company which would otherwise be available for dividend or distribution, from sums standing to the credit of the share premium account of the Company. Such repurchase may only be made if on the effective date of purchase, there is no reasonable grounds for believing that the Company is, and after the purchase will be, unable to pay its debts as they fall due.

### **4. IMPACT OF REPURCHASES**

There may be a material adverse impact on the working capital or gearing position of the Company as compared with the position as at 31 March 2017, being the date of the latest published audited consolidated financial statements of the Company, in the event that the Repurchase Mandate is 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 effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

## 6. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates of any of the Directors, have any present intention of selling Shares to the Company in the event that the grant to the Directors of the Repurchase Mandate is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make repurchases of Shares.

## 7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, Pan Hong Holdings, Ms. CHAN Heung Ling ("**Ms. Chan**") and Mr. WONG Lam Ping ("**Mr. Wong**") being the controlling shareholders of the Company, held the same 1,800,000,000 Shares representing approximately 73.05% of the total number of the issued Shares. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the interests or deemed interests of Pan Hong Holdings, Ms. Chan and Mr. Wong, in the issued Shares would be increased to approximately 81.17% of the total number of the issued Shares. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of their exercising power under the Repurchase Mandate.

Furthermore, the Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the number of the Shares held by the public being reduced to less than 25% of the total number of the issued Shares.

**8. SHARE PRICES**

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

	Traded market price	
	Highest (HK\$)	Lowest (HK\$)
<b>2016</b>		
June	0.765	0.655
July	0.790	0.650
August	0.830	0.480
September	0.720	0.560
October	0.640	0.550
November	0.620	0.530
December	0.620	0.510
<b>2017</b>		
January	0.680	0.500
February	0.590	0.530
March	0.540	0.470
April	0.530	0.490
May	0.540	0.485
June (up to the Latest Practicable Date)	0.510	0.435

**9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1663)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Sino Harbour Holdings Group Limited (the “**Company**”) will be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Thursday, 27 July 2017 at 10:00 a.m. (or its adjournment) to consider and, if thought fit, transact the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the Company’s independent auditor for the year ended 31 March 2017.
2. To declare a final dividend of HK1.0 cent per issued share of the Company for the year ended 31 March 2017 (the “**Final Dividend**”).
3.
  - A. To re-elect Mr. WONG Lui as an executive Director.
  - B. To re-elect Ms. GAO Lan as an executive Director.
  - C. To re-elect Ms. ZHANG Juan as an independent non-executive Director.
4. To fix a maximum number of Directors at 12 and authorise the board of Directors (the “**Board**”) to appoint additional Directors up to such maximum number.
5. To authorise the Board to fix the remuneration of the Directors.
6. To re-appoint BDO Limited as the Company’s independent auditor for the ensuing year and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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

### ORDINARY RESOLUTIONS

7. **“THAT:**

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

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(II) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of the Shares in issue on the date of the passing of this Resolution), and the authority pursuant to paragraph (A) of this Resolution shall be limited accordingly; and

(D) for the purpose of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

(I) the conclusion of the next annual general meeting of the Company;

(II) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or the applicable law(s) of Bermuda; or

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

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of the Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

8. “**THAT:**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (B) the aggregate number of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution above during the Relevant Period (as defined in paragraph (C) below) shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (A) of this Resolution above shall be limited accordingly; and
- (C) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
- (I) the conclusion of the next annual general meeting of the Company;
  - (II) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or the applicable law(s) of Bermuda; or
  - (III) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”
9. “**THAT** conditional on the passing of Resolutions numbered 7 and 8 set out in the notice convening this annual general meeting (the “**Notice**”), the general mandate granted to the directors of the Company pursuant to Resolution numbered 7 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company (the “**Shares**”) purchased by the Company pursuant to or in accordance with the authority granted under Resolution numbered 8 set out in the Notice, provided that such amount shall not exceed 10 per cent. of the aggregate number of the issued Shares at the date of the passing of this Resolution.”

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

Hong Kong, 28 June 2017

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

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

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

*Executive Directors:*

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

*Non-executive Director:*

Ms. CHAN Heung Ling (*Chairlady*)

*Independent Non-executive Directors:*

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company (the “**Register of Members**”) will be closed from Monday, 24 July 2017 to Thursday, 27 July 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible for attending and voting at the AGM to be held on Thursday, 27 July 2017, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 21 July 2017.
2. Conditional on the passing of the Resolution No. 2 by the shareholders of the Company (the “**Shareholders**”) at the AGM, the Register of Members will be closed on Wednesday, 2 August 2017 and Thursday, 3 August 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the Final Dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 1 August 2017.
3. A member of the Company (the “**Member**”) entitled to attend and vote at the AGM convened by the Notice is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more Shares may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
4. A form of proxy for use in connection with the AGM is enclosed. If you are unable to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjournment should he so wish and in such event, the authority of the proxy shall be deemed to be revoked.
5. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjournment.
6. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
7. In relation to the proposed Resolutions Nos. 7 and 9 above, the Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed Resolution No. 8 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders as a whole. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 28 June 2017.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all the proposed resolutions set out in the Notice will be decided by way of a poll.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
  - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
11. The translation into Chinese language of the Notice is for reference only. In case of any inconsistency, the English version shall prevail.