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If you are in any doubt about 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 Blockchain Group Company 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 the transferee.

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BLOCKCHAIN GP
區塊鏈集團有限公司

BLOCKCHAIN GROUP COMPANY LIMITED

區塊鏈集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 364)

PROPOSED SHARE CONSOLIDATION, PROPOSED CHANGE IN BOARD LOT SIZE AND NOTICE OF EGM

A notice convening the extraordinary general meeting (the “EGM”) of Blockchain Group Company Limited (the “Company”) to be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 29 January 2018 at 11:00 a.m., is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

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

10 January 2018

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DEFINITIONS

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

“Board”	the board of Directors;
“Business Day”	a day (other than a Saturday or Sunday or public holiday) on which licensed banks in Hong Kong are open for business during their normal business hours;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time;
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 existing Shares to 8,000 Consolidated Shares;
“Company”	Blockchain Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 364);
“Consolidated Share(s)”	consolidated ordinary share(s) of HK\$0.2 each in the issued and unissued share capital of the Company upon the Share Consolidation becoming effective;
“Convertible Bonds”	the convertible bonds issued by the Company in the aggregate outstanding amount of HK\$212,220,000 as at the Latest Practicable Date;
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 29 January 2018 at 11:00 a.m. to consider and, if thought fit, approve the Share Consolidation;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Latest Practicable Date”	5 January 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Share Consolidation”	the proposed consolidation of every twenty (20) Shares into one (1) Consolidated Share;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable relating to the Share Consolidation and the Change in Board Lot Size and the associated trading arrangement are as follows:

Latest date and time for lodging transfer documents
in order to qualify for attending and voting at the EGM 4:00 p.m. Wednesday,
24 January 2018

Closure of register of members for the entitlement
to attend and vote at the EGM. from Thursday, 25 January 2018 to
Monday, 29 January 2018
(both days inclusive)

Latest date and time for lodging forms of
proxy for the EGM (not less than 48 hours
prior to the time of the EGM) 11:00 a.m. Saturday, 27 January 2018

Date and time of the EGM 11:00 a.m. Monday, 29 January 2018

Announcement of poll results of the EGM Monday, 29 January 2018

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation, which are included in this circular.

Effective date of the Share Consolidation Tuesday, 30 January 2018

First day for free exchange of existing share
certificates for new share certificates for
the Consolidated Shares commences. Tuesday, 30 January 2018

Dealings in the Consolidated Shares commence 9:00 a.m. Tuesday, 30 January 2018

Original counter for trading in the existing Shares
(in board lots of 4,000 Shares in the form of
existing share certificates) temporarily closes 9:00 a.m. Tuesday, 30 January 2018

EXPECTED TIMETABLE

Temporary counter for trading in
the Consolidated Shares in board lots of
200 Consolidated Shares (in the form of
existing share certificates) opens 9:00 a.m. Tuesday, 30 January 2018

Original counter for trading in the Consolidated Shares
(in board lots of 8,000 Consolidated Shares in
the form of new share certificates) re-opens 9:00 a.m. Tuesday, 13 February 2018

Parallel trading in the Consolidated Shares
(in form of new share certificates and
existing share certificates) commences 9:00 a.m. Tuesday, 13 February 2018

Designated broker starts to stand in the market
to provide matching services for odd lots of
the Consolidated Shares 9:00 a.m. Tuesday, 13 February 2018

Temporary counter for trading in the Consolidated Shares
in board lots of 200 Consolidated Shares
(in the form of existing share certificates) closes 4:00 p.m. Wednesday, 7 March 2018

Parallel trading in the Consolidated Shares
(in form of new share certificates and
existing share certificates) ends 4:00 p.m. Wednesday, 7 March 2018

Designated broker ceases to stand in the market
to provide matching services for odd lots of
the Consolidated Shares 4:00 p.m. Wednesday, 7 March 2018

Last day for free exchange of existing share certificates
for new share certificates for the Consolidated Shares. Friday, 9 March 2018

All times and dates in this circular refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Further announcement(s) will be made as and when appropriate.

LETTER FROM THE BOARD



BLOCKCHAIN GP
區塊鏈集團有限公司

BLOCKCHAIN GROUP COMPANY LIMITED

區塊鏈集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 364)

Executive Directors:

Mr. Cai Zhenrong (*Chairman*)
Mr. Li Dongfan (*Vice-Chairman*)
Mr. Cai Zhenyao
Mr. Cai Zhenying
Mr. Cai Yangbo (*Managing Director*)
Mr. Choi Wing Toon
Mr. Chen Wenfang

Non-Executive Director:

Mr. Su Yichao

Independent Non-Executive Directors:

Mr. Lawrence Gonzaga
Mr. Chin Hon Siang
Mr. Lin Hann Ruey

Registered office:

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

*Head Office and Principal place of
business in Hong Kong:*

Room 3505, West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

10 January 2018

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION, PROPOSED CHANGE IN BOARD LOT SIZE AND NOTICE OF EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 15 December 2017, in which the Board proposed to (i) implement a Share Consolidation on the basis that every twenty (20) issued and unissued Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.2 each in the share capital of the Company, and (ii) subject to the Share Consolidation becoming effective, it is also proposed that the board lot size for trading in the Shares on the Stock Exchange be changed from 4,000 existing Shares to 8,000 Consolidated Shares.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information in relation to the Share Consolidation, the Change in Board Lot Size and to give you the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.2 each in the share capital of the Company.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of the ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM; and
- (ii) the Listing Committee granting approval to the listing of and permission to deal in the Consolidated Shares.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Subject to the fulfillment of the above conditions, the Share Consolidation is expected to become effective on Tuesday, 30 January 2018, which is the Business Day immediately following the date of the EGM.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$800,000,000 divided into 80,000,000,000 Shares of par value of HK\$0.01 each, of which 23,696,869,088 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$800,000,000 divided into 4,000,000,000 Consolidated Shares of par value of HK\$0.2 each, of which 1,184,843,454 Consolidated Shares of par value of HK\$0.2 each will be in issue.

LETTER FROM THE BOARD

Listing application

An application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares.

Save that the Shares are listed and dealt in on the Stock Exchange, none of the Shares and the Company's debt securities are listed or dealt in on any other stock exchange, and at the time the Share Consolidation becomes effective, save that the Consolidated Shares will be listed and dealt in on the Stock Exchange, the Consolidated Shares and the Company's debt securities in issue will not be listed or dealt in on any stock exchange, and no such listing or permission to deal is being or is proposed to be sought.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, upon the Share Consolidation being effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Upon the Share Consolidation becoming effective, all Consolidated Shares will rank pari passu in all respects with each other. Fractions of Consolidated Shares that arise from the Share Consolidation will not be allocated to the Shareholders otherwise entitled thereto and will be aggregated and sold for the benefit of the Company.

The implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

PROPOSED CHANGE IN BOARD LOT SIZE

The Board also proposes to change the board lot size for trading in the Shares of the Company on the Stock Exchange from 4,000 existing Shares to 8,000 Consolidated Shares after the Share Consolidation becoming effective.

The Change in Board Lot Size will not, by itself, affect any of the rights of the Shareholders.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. Recently, the Stock Exchange has raised its concern under Rule 13.64 of the Listing Rules as the share price of the Company has approached the extremities of HK\$0.01. In this regard, the Share Consolidation and Change in Board Lot Size would enable the Company to comply with the trading requirements of the Listing Rules. Accordingly, the Board is of the view that the Share Consolidation and Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company does not have any plan or intention of future corporate actions including but not limited to fund raising exercises which will further change the trading arrangement of the Company in the next 12 months. However, the Directors consider that they will contemplate fund raising activities whenever they think reasonably necessary.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed BMI Securities Limited to provide matching services, on a best effort basis, to those Shareholders who wish to top up or sell their holding of odd lots of the Consolidated Shares, during the period from 9:00 a.m. on Tuesday, 13 February 2018 to 4:00 p.m. on Wednesday, 7 March 2018 (both dates inclusive). Shareholders who wish to top up or to dispose of their holding of odd lots of the Consolidated Shares may contact Ms. Xu Ziyao of BMI Securities Limited at Suites 909-916, 9/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong or at telephone +852 3575 1312 during office hours of such period.

Holders of odd lots of the Consolidated Shares should note that matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in doubt about the arrangements on odd lot trading, is recommended to consult his/her/its own professional advisers.

FREE EXCHANGE OF SHARE CERTIFICATES AND TRADING ARRANGEMENT

Subject to the Share Consolidation becoming effective, Shareholders may submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, between 9:00 a.m. and 4:00 p.m. on any Business Day during the period

LETTER FROM THE BOARD

from Tuesday, 30 January 2018 to Friday, 9 March 2018 (both dates inclusive), to exchange, at the expense of the Company, for new share certificates of the Consolidated Shares. It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the branch share registrar for exchange. Thereafter, the share certificates for the existing Shares will cease to be valid for delivery, trading and settlement purpose but will remain effective as documents of legal title and will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) per existing share certificate cancelled or new share certificate issued (whichever is the higher) by the Shareholders. The existing share certificates are in yellow colour and the new share certificates will be in blue colour.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

Share Options

As at the Latest Practicable Date, there are outstanding share options entitling the holders thereof to subscribe for up to an aggregate of 1,211,420,000 existing Shares. The proposed Share Consolidation may cause adjustments to the exercise prices of the share options and the number of Consolidated Shares to be issued upon the exercise of the outstanding share options pursuant to the terms and conditions of the share option scheme adopted by the Company on 24 February 2012 and the Listing Rules. Assuming there is no other adjustment event under the relevant share option scheme other than the proposed Share Consolidation becoming effective, the outstanding share options will entitle holders thereof to subscribe for up to 60,571,000 Consolidated Shares.

Convertible Bonds

As at the Latest Practicable Date, there are outstanding Convertible Bonds with an aggregate principle amount of HK\$212,220,000 which are convertible into 1,200,340,298 existing Shares. The proposed Share Consolidation will cause adjustment to the conversion price of the Convertible Bonds and the number of Consolidated Shares to be issued pursuant to the terms and conditions of the Convertible Bonds.

Warrants

As at the Latest Practicable Date, there are outstanding warrants convertible into 1,328,888,888 existing Shares at the exercise price of HK\$0.099. The Share Consolidation may lead to adjustment to the exercise price and the number of existing Shares falling to be issued upon the exercise of the warrants in accordance with the terms and conditions of the warrants instrument.

LETTER FROM THE BOARD

Save as disclosed above, the Company has no other outstanding convertible securities, share options or warrants in issue which confer any right to subscribe for, convert or exchange into, any existing Shares or Consolidated Shares as at the Latest Practicable Date.

The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

EGM

A notice convening the EGM to be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong at 11:00 a.m. on Monday, 29 January 2018 is set out on pages 12 to 14 of this circular. Shareholders of the Company are advised to read the notice and complete and return the form of proxy for use at the EGM enclosed with this circular in accordance with the instructions printed thereon.

To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

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

Shareholders and potential investors should also be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions precedent set out in the paragraph headed "Conditions of the Share Consolidation" above. Therefore, the Share Consolidation may or may not proceed.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors are of the opinion that the implementation of the Share Consolidation and the Change in Board Lot Size are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,

By Order of the Board
Blockchain Group Company Limited
Cai Yangbo
Executive Director

NOTICE OF EGM



BLOCKCHAIN GP
區塊鏈集團有限公司

BLOCKCHAIN GROUP COMPANY LIMITED

區塊鏈集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 364)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**Meeting**”) of Blockchain Group Company Limited (the “**Company**”) will be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 29 January 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifying the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among other things, the granting by the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective:

- (a) with effect from the first day of trading of the Stock Exchange immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange, every twenty (20) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.2 each (the “**Consolidated Shares**” and each a “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;

NOTICE OF EGM

- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and
- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with foregoing and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By Order of the Board
Blockchain Group Company Limited
Cai Yangbo
Executive Director

Hong Kong, 10 January 2018

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 notarially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Where there are joint registered holders of any shares, any one of such person may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
4. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Thursday, 25 January 2018 to Monday, 29 January 2018, both days inclusive, during which period no share transfers will be effected. In order to ascertain shareholders' rights for attending and voting at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Wednesday, 24 January 2018.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the Meeting, such that a quorum is not present, the Meeting will stand adjourned to such time and place as the Board of directors may determine. The Company will publish an announcement on the website of the Company at www.blockchaingroup.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. As at the date of this notice, the executive Directors are Mr. Cai Zhenrong, Mr. Li Dongfan, Mr. Cai Zhenyao, Mr. Cai Zhenying, Mr. Cai Yangbo, Mr. Choi Wing Toon and Mr. Chen Wenfang. The non-executive Director is Mr. Su Yichao. The independent non-executive Directors are Mr. Lawrence Gonzaga, Mr. Chin Hon Siang and Mr. Lin Hann Ruey.