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## **The 13 Holdings Limited**

**十三集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 577)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of The 13 Holdings Limited (the “**Company**”) will be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 8 May 2018 at 10:15 a.m. (or immediately after the conclusion of the special general meeting of the Company to be held at 10:00 a.m. at the same place and on the same day, whichever is later) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:–

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the business services agreement dated 28 March 2018 entered into between Paul Y. Engineering Group Limited and ITC Properties Holdings Group Limited (the “**Business Services Agreement**”), in respect of which a copy of the Business Services Agreement marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the annual cap amount for the year ending 31 March 2019 as set out in the Business Services Agreement be and is hereby approved, ratified and confirmed; and

- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts or things incidental to, ancillary to or in connection with the Business Services Agreement and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Business Services Agreement or any of the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the general mandate granted to the directors of the Company to allot, issue or otherwise deal with shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power as approved by the shareholders of the Company at the annual general meeting of the Company held on 23 August 2017 to the extent not already exercised be and is hereby revoked (but without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to sub-paragraph (d) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (c) the approval in sub-paragraph (b) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds 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;
- (d) the aggregate number of 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 of the Company pursuant to the approvals in sub-paragraphs (b) and (c) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any grant or exercise of any option granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for, or rights to acquire shares of the Company; or (iii) any issue of shares in the Company upon the exercise of any rights of subscription or conversion under the terms of any exercisable convertible notes issued by the Company or any existing warrants,

bonds, debentures and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the number of issued shares of the Company on the date of this resolution (such maximum number of shares of the Company that may be allotted and issued pursuant to the approval in paragraph (b) above is subject to adjustment in the event of share consolidation and subdivision, provided that the percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly), and the said approval shall be limited accordingly; and

(e) 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 by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or an offer or issue of warrants, options or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

3. “**THAT:**

- (a) the general mandate granted to the directors of the Company to exercise the powers of the Company to repurchase shares as approved by the shareholders of the Company at the annual general meeting of the Company held on 23 August 2017, to the extent not already exercised be and is hereby revoked (but without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to sub-paragraph (d) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its own shares at a price determined by the directors of the Company;
- (d) the aggregate number of shares of the Company which the directors of the Company are authorised to repurchase or agree conditionally or unconditionally to repurchase pursuant to the approval in sub-paragraphs (b) and (c) of this resolution shall not exceed 10 per cent. of the number of issued shares of the Company on the date of this resolution, and the said approval shall be limited accordingly; and
- (e) 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 by the bye-laws of the Company or any applicable laws of Bermuda to be held; or

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
4. “**THAT** conditional upon resolutions numbered 2 and 3 as set out in the notice convening this meeting being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company pursuant to and in accordance with the said resolution numbered 3 above shall be added to the aggregate number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to and in accordance with the resolution numbered 2 as set out in the notice convening this meeting.”
5. “**THAT** the refreshing of the scheme limit in respect of the grant of options to subscribe for shares in the Company under the share option scheme of the Company adopted on 11 August 2015 (the “**Scheme**”), provided that the total number of shares which may be allotted or issued pursuant to the grant or exercise of options under the Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Scheme or any other share option schemes of the Company) shall not exceed 10 per cent. of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Mandate Limit**”), be and is hereby approved, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of the Company of HK\$0.20 each in the capital of the Company, representing 10 per cent. of the shares of the Company in issue as at the date of passing this resolution, to be issued pursuant to the exercise of any options granted under the Scheme, and that the directors of the Company be and are hereby authorised, at their absolute discretion, to grant options under the Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

By Order of the Board of  
**The 13 Holdings Limited**  
**Mui Ching Hung, Joanna**  
*Company Secretary*

Hong Kong, 20 April 2018

*Principal Place of Business:*  
2901 AIA Central  
1 Connaught Road Central  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. Any member of the Company 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. 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 class meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and 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 deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
3. The register of members of the Company will be closed from Friday, 4 May 2018 to Tuesday, 8 May 2018 (both dates inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 3 May 2018.

As at the date of this notice, the directors of the Company are:

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| Mr Peter Lee Coker Jr.                       | : Chairman (Executive Director)                |
| Mr Lau Ko Yuen, Tom                          | : Deputy Chairman (Executive Director)         |
| Mr Walter Craig Power                        | : Chief Executive Officer (Executive Director) |
| Ir James Chiu, <i>OBE, JP</i>                | : Independent Non-Executive Director           |
| Professor Lee Chack Fan, <i>GBS, SBS, JP</i> | : Independent Non-Executive Director           |
| Mr Iain Ferguson Bruce                       | : Independent Non-Executive Director           |
| Mr Francis Goutenmacher                      | : Independent Non-Executive Director           |
| Mr Chan Kok Chung, Johnny                    | : Independent Non-Executive Director           |