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If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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



信達國際控股有限公司
CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

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

A notice convening the annual general meeting of Cinda International Holdings Limited to be held at 45th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on Friday, 25 May 2018 at 11:00 a.m., is set out on pages 12 to 15 of this circular.

A form of proxy for the 2018 annual general meeting is enclosed with this circular. Whether or not Shareholders intend to attend the said meeting, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

23 April 2018

This circular is printed on environmentally friendly paper



CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Directors	4
3. General Mandate to Issue Shares	5
4. General Mandate to Repurchase Shares	5
5. Voting by Poll	5
6. Recommendation	6
 Appendix I – Biographies of the Directors	 7
 Appendix II – Explanatory Statement	 9
 Notice of Annual General Meeting	 12

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 25 May 2018 at 11:00 a.m.;
“Board”	the board of Directors or a duly authorised committee thereof for the time being;
“Bye-laws”	the bye-laws of the Company (as may be amended from time to time);
“Company”	Cinda International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot and issue Shares during the period as set out in Ordinary Resolution No. 4A up to 20% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 4A;
“Latest Practicable Date”	16 April 2018, 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;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice convening the AGM set out on pages 12 to 15 of this circular;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 4B up to 10% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 4B;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Shares Buy-backs;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



信達國際控股有限公司

CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

Executive Directors:

Mr. Gong Zhijian (*Chairman and Managing Director*)

Mr. Lau Mun Chung

Non-executive Directors:

Mr. Chow Kwok Wai

Ms. Zheng Yi

Independent Non-executive Directors:

Mr. Hung Muk Ming

Mr. Xia Zhidong

Mr. Liu Xiaofeng

Registered Office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Head Office and Principal Place

of business in Hong Kong:

45th Floor

COSCO Tower

183 Queen's Road Central

Hong Kong

23 April 2018

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give you information on matters to be dealt with at the AGM of the Company to be held on 25 May 2018. They are: (i) re-election of Directors, (ii) grant of Issue Mandate, and (iii) grant of Repurchase Mandate.

This circular contains the explanatory statement required to be given to the Shareholders in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions in the AGM.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

According to Bye-laws 87(1) and 87(2), at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not greater than one-third, shall retire from office by rotation, provided that every Director, (including those appointed for a specific term or holding office as chairman of the Board or managing director) shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Two of the seven Directors subject to retirement by rotation at the AGM are Mr. Gong Zhijian and Mr. Hung Muk Ming and, being eligible, offer themselves for re-election.

In compliance with the requirement of code provision E.1.1 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules, a separate resolution will be proposed at the AGM for the re-election of each individual Director whether such Director is an executive Director, non-executive Director or independent non-executive Director.

Mr. Hung Muk Ming has served as an independent non-executive Director for more than 9 years and the re-election of him will be subject to a separate resolution to be approved by the Shareholders. During his years of appointment, Mr. Hung Muk Ming has demonstrated his ability to provide an independent view to the Company's matters. The Board considers that the long service of Mr. Hung Muk Ming would not affect his exercise of independent judgment and is satisfied that Mr. Hung Muk Ming has the required character, integrity and knowledge to continue fulfilling the role of independent non-executive director. The Board also considers that the re-election of Mr. Hung Muk Ming as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

Biographies, as at the Latest Practicable Date, of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot and issue further Shares representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the resolution. As at the Latest Practicable Date, a total of 641,205,600 Shares were in issue and the total issued share capital of the Company was HK\$64,120,560. The number of Shares issuable pursuant to the Issue Mandate on the date of passing the resolution will be 128,241,120 Shares representing 20% of the Company's issued capital as at the date of the AGM, on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM. In addition, if the resolution for the granting of the Repurchase Mandate is passed, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the aggregate nominal amount of the Shares purchased under the Repurchase Mandate.

The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws, or any other applicable laws of Bermuda; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares, subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed such number as represents 10% of the share capital of the Company in issue on the date of the passing of the resolution. The Company's authority is restricted to purchases made on the Stock Exchange and otherwise in accordance with the Listing Rules.

An explanatory statement is set out in Appendix II to this circular.

VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. The results of the poll will be published on the HKExnews website at www.hkexnews.hk and the Company's website at www.cinda.com.hk on the business day following the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the re-election of the Directors, the granting of the Issue Mandate and the Repurchase Mandate are in the interest of the Company and the Shareholders as a whole and so recommend you to vote in favour of all the Ordinary Resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Lau Mun Chung
Executive Director

This appendix sets out the brief biography of the Directors proposed to be re-elected at the AGM.

Mr. Gong Zhijian, aged 51, was appointed as an executive director, the Managing Director and the acting Chairman of the Company on 2 December 2008, 19 January 2015 and 29 November 2016 respectively. He is the Chairman of the Nomination Committee of the Company. He is also a director of certain subsidiaries of the Company, a director of JianXinJinYuen (Xiamen) Equity Investment Management Limited (a joint venture company of the Company), a director of Cinda Plunkett International Holdings Limited and Cinda International Investment Holdings Limited (both are the associated company of the Company), a director of China Cinda Foundation Management Company Limited and 華建國際實業(深圳)有限公司 and Cinda Agriculture Investment Limited (all are the subsidiaries of China Cinda (HK) Holdings Company Limited, a substantial shareholder of the Company), and a director of Pengda Value Fund SPC (a segregated portfolio company managed by a subsidiary of the Company). Prior to joining the Group, Mr. Gong has worked and held management positions in China Construction Bank Corporation (Xiamen Branch), the Accounts Department of China Construction Bank Corporation (Head Office), China Construction Bank Corporation (Shenzhen Branch) and China Cinda (HK) Holdings Company Limited.

Mr. Gong graduated from Lujiang University and Zhongnan University of Economics and Law in 1987 and 2004 respectively. He has nearly 30 years of experience in commercial banking, investment banking, corporate finance and accounting management.

As at the Latest Practicable Date, Mr. Gong did not have interests in any Shares in the Company within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Gong has entered into a service contract with the Company for a term of 3 years commencing from 1 January 2018 but is determinable by not less than 3 months' notice to be served by either party. Mr. Gong's directorship is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Bye-laws. Mr. Gong is entitled to receive a director's fee of HK\$240,000 per annum, a fixed monthly salary of HK\$118,000 and a housing allowance of HK\$32,000 which was determined in accordance with his qualification, experience, responsibilities and the prevailing market conditions and an annual management bonus of a sum to be determined by the Remuneration Committee at its absolute discretion having regard to the operating results of the Company and its subsidiaries and his performance.

Save as disclosed above, there is no other information relating to his re-election which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Hung Muk Ming, aged 53, was appointed as an independent non-executive director of the Company on 2 December 2008. He is the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Hung is a Certified Public Accountant (Practising) and is a Fellow CPA of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Directors, an associate of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is a Certified Tax Adviser and a member of The Taxation Institute of Hong Kong. Mr. Hung received his Bachelor Degree in Social Sciences from the University of Hong Kong in 1990, and a Master Degree in Corporate Governance from the Hong Kong Polytechnic University in 2008. He has over 20 years of experience in the accounting and audit sector. Mr. Hung is an independent non-executive director of Silver Grant International Industries Limited the shares of which are listed on the Stock Exchange (stock code: 171), an independent non-executive director of Century Sage Scientific Holdings Limited the share of which are listed on the Stock Exchange (stock code: 1450), an independent non-executive director of China Animation Characters Company Limited the shares of which are listed on the Stock Exchange (stock code: 1566) and an independent non-executive director of IBO Technology Company Limited the shares of which are listed on the Stock Exchange (stock code: 2708).

As at the Latest Practicable Date, Mr. Hung did not have interests in any Shares in the Company within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Hung has entered into an appointment letter with the Company for a term of 2 years commencing from 2 December 2016 but is determinable by not less than 3 months' notice to be served by either party. Mr. Hung's directorship is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Bye-laws. He is entitled to receive a director's fee of HK\$240,000 per annum, which was determined by the Board with reference to the responsibilities undertaken by him.

Save as disclosed above, there is no other information relating to his re-election which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement required under the Listing Rules to provide you with the information necessary for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

At the AGM, an ordinary resolution will be proposed to approve the Repurchase Mandate. Under the Repurchase Mandate, the maximum number of Shares that the Company may purchase shall not exceed 10% of the share capital of the Company in issue on the date of the passing of the resolution. As at the Latest Practicable Date, there were in issue an aggregate of 641,205,600 ordinary shares of HK\$0.10 each in the Company.

Exercise in full of the Repurchase Mandate, on the basis that no further Shares of the Company are issued or repurchased prior to the date of the AGM, would result in up to 64,120,560 Shares being repurchased by the Company. The Repurchase Mandate allows the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or by the Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASON FOR REPURCHASE SHARES

The Directors consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may enhance the Company's net asset value and/or earnings per Share. The Directors would only make such purchases in circumstances whereby they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

Repurchase of the Shares of the Company will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Bye-laws and the applicable laws of Bermuda. Under the laws of Bermuda, the repurchased Shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of those repurchased Shares accordingly. However, the aggregate amount of the Company's authorised share capital will not be reduced.

As compared with the financial position of the Company at 31 December 2017 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there would not be material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate were exercised in full. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the twelve months up to the Latest Practicable Date were as follows:

Month	PER SHARE	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	0.99	0.95
May	1.00	0.94
June	0.98	0.93
July	0.95	0.91
August	0.96	0.89
September	0.90	0.86
October	0.91	0.87
November	0.92	0.84
December	0.88	0.83
2018		
January	1.15	0.88
February	1.04	0.87
March	0.93	0.87
April (up to the Latest Practicable Date)	0.90	0.87

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Bermuda, and in accordance with the regulations set out in the memorandum of association and Bye-laws.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares. In accordance with the Listing Rules, the Company shall not knowingly purchase Shares from a core connected person on the Stock Exchange.

7. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes 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 obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO and so far as was known by Directors and chief executive of the Company, Sinoday Limited, the controlling shareholder of the Company, held 403,960,200 Shares, representing approximately 63.00% of the issued share capital of the Company. Sinoday Limited is a wholly-owned subsidiary of China Cinda (HK) Holdings Company Limited ("China Cinda (HK)") and China Cinda (HK) is a wholly-owned subsidiary of China Cinda Asset Management Co., Ltd. ("China Cinda"). In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, assuming the present shareholding remains the same, the attributable interest of China Cinda would be increased from 63.00% to approximately 70.00% of the issued share capital of the Company.

To the best knowledge of the Directors, the Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



信達國際控股有限公司

CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Cinda International Holdings Limited (the “Company”) will be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 25 May 2018 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited Financial Statements and the Reports of the Directors and of the Auditor for the year ended 31 December 2017.
2. To re-elect the retiring directors of the Company:
 - (a) to re-elect Mr. Gong Zhijian as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
 - (b) to re-elect Mr. Hung Muk Ming (who has served the Company as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution and without prejudice to resolution 4C set out in the notice of this meeting, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options and issue other securities convertible into shares which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options and issue other securities convertible into shares which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) of this resolution) or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval 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 earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 law of Bermuda to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.

“Right issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 requirement of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of 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 earlier 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 law of Bermuda to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon the passing of the above Ordinary Resolutions No. 4A and 4B, the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted to the directors as mentioned in the aforementioned resolution 4B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution 4A set out in the notice of this meeting of which this resolution forms part.”

By Order of the Board
Lau Mun Chung
Executive Director

Hong Kong, 23 April 2018

Notes:

1. A form of proxy for use at the AGM is enclosed herewith.
2. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, whose share registration public offices are located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 18 May 2018.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
4. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
5. In order to be valid, the form of proxy must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
6. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting convened by the above notice or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. Concerning resolution 2 above, the biographical details and interests in the securities of the Company (if any) of the directors proposed to be re-elected at the AGM are provided in this circular.