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

If you have sold or transferred all your shares in **Smartac Group China Holdings Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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Smartac
中國智能

Smartac Group China Holdings Limited

中國智能集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 395)

**(i) PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(ii) RE-ELECTION OF RETIRING DIRECTORS;
AND
(iii) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting (“AGM”) of the Company to be held at Room 1204, 12th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 30 May 2018 at 2:30 p.m. is set out on pages 11 to 14 of this circular.

Whether or not you intend to attend the meeting, you are advised to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

27 April 2018

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RESPONSIBILITY STATEMENT

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 document 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 this document or any statement herein misleading.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 1204, 12th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 30 May 2018 at 2:30 p.m., notice of which is included in this circular
“Annual Report”	annual report of the Company for the year ended 31 December 2017
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of directors of the Company
“Company”	Smartac Group China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 395)
“Corporate Governance Code”	the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules
“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
“Issuance Mandate”	the general and unconditional mandate proposed under ordinary resolutions numbered 4(A) and 4(C) in the notice of the AGM included in this circular to grant the Directors the power to (i) issue and allot Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the said ordinary resolution; (ii) to extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company made pursuant to and in accordance with the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company as may be amended from time to time
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 4(B) in the notice of the AGM included in this circular to grant the Directors the power to repurchase the Shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the said ordinary resolution
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Smartac
中國智能

Smartac Group China Holdings Limited
中國智能集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 395)

Executive Directors:

Yang Xin Min (*Chairman and Chief Executive Officer*)
Yang Zhen
Kwan Che Hang Jason

Independent Non-Executive Directors:

Cheng Faat Ting Gary
Poon Lai Yin Michael
Yang Wei Qing

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

Room 1204, 12th Floor
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

27 April 2018

To the Shareholders

Dear Sir or Madam,

**(i) PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(ii) RE-ELECTION OF RETIRING DIRECTORS;
AND
(iii) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide all the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the Issuance Mandate, the Repurchase Mandate and extension of the Issuance Mandate which are proposed to be granted to the Directors; and (ii) the re-election of the Directors who are due to retire.

LETTER FROM THE BOARD

SHARE REPURCHASE AND ISSUANCE MANDATES

At an annual general meeting of the Company held on 31 May 2017, resolutions were passed by the Shareholders pursuant to which general unconditional mandates were granted to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares in accordance with the Listing Rules. Such mandate will lapse at the conclusion of the AGM.

At the AGM, it is proposed to seek the Shareholders' approval of ordinary resolutions for the purpose of granting the Issuance Mandate and the Repurchase Mandate to the Directors and authorising the extension of the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company in accordance with the Repurchase Mandate. Details of the aforesaid resolutions are set out in ordinary resolutions numbered 4(A) to 4(C) in the notice of the AGM.

Subject to the passing of the ordinary resolution approving the Issuance Mandate and the Repurchase Mandate, based on 4,762,033,424 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorized to issue up to 952,406,684 (being 20% of the Shares in issue). Such Mandates will remain in effect until the earliest 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to the Articles of Association, Mr. Yang Zhen and Dr. Cheng Faat Ting Gary shall retire by rotation and be eligible for re-election at the AGM.

Pursuant to code provision A.4.3 of Corporate Governance Code (Appendix 14 of the Listing Rules), any further appointment of Independent Non-Executive Director serving more than nine years should be subject to a separate resolution to be approved by Shareholders. Dr. Cheng Faat Ting Gary is an Independent Non-Executive Director serving the Company for

LETTER FROM THE BOARD

more than nine years. The Board considers that Dr. Cheng Faat Ting Gary continues to be independent as he has satisfied all the criteria for independent set out in Rule 3.13 of the Listing Rules. During his tenure as Independent Non-executive Director, he has made positive contributions to the Company's strategies and policies with independent judgement from his areas of expertise. The Board considers that his continued tenure with the Company will continue bring wide range of valuable insights and expertise to the Board. A separate resolution will be proposed for his re-election at the AGM.

To enable the Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of the retiring Directors, as required under Chapter 13 of the Listing Rules, are set out in Appendix II to this circular for the information of the Shareholders.

ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 11 to 14 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of 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. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited with the Company's branch share registrar in Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

RECOMMENDATION

The Directors believe that the granting of the Issuance Mandate, the Repurchase Mandate, the extension of the Issuance Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all relevant resolutions relating to the aforesaid matters at the AGM.

Yours faithfully,
For and on behalf of the Board
Yang Xin Min
Chairman

This serves as an exploratory statement, as required to be sent to all Shareholders under the Listing Rules, to provide the relevant information in connection with the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,762,033,424 Shares. Subject to the passing of the proposed ordinary resolution as referred to in resolution numbered 4(B) of the notice of the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 476,203,342 fully paid-up Shares.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and such repurchases will only be made if and when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. The Directors propose that repurchase under the Repurchase Mandate would be financed from the Company's distributable profits.

The Company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. FINANCIAL EFFECT OF REPURCHASES

In the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period, there might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Annual Report. However, the Directors do not have current intention to exercise the Repurchase Mandate to an extent that might result in, having regard to the relevant circumstances, 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. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months were as follows:

Shares	Highest HK\$	Lowest HK\$
2017		
April	0.129	0.118
May	0.144	0.114
June	0.13	0.116
July	0.126	0.103
August	0.113	0.1
September	0.126	0.108
October	0.139	0.125
November	0.137	0.122
December	0.124	0.115
2018		
January	0.12	0.105
February	0.123	0.102
March	0.133	0.108
April (up to Latest Practicable Date)	0.129	0.114

6. REPURCHASE MADE BY THE COMPANY

No share repurchases have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Articles of Association.

None of the Directors nor, to the best of their knowledge after having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following persons had an interest of 10% or more of the issued share capital of the Company:

Name of shareholder	Number of shares	Approximate percentage of share capital
Yang Xin Min	592,573,880	12.44%

Save as disclosed above, no other persons had notified the Company that it had an interest of 10% or more of the issued share capital of the Company.

In the event that the Directors should exercise the Repurchase Mandate in full, the above Shareholder's interest in the issued share capital of the Company would be as follows:

Name of shareholder	Number of shares	Approximate percentage of share capital	
		Before the exercise of Repurchase Mandate	After the exercise of Repurchase Mandate
Yang Xin Min	592,573,880	12.44%	13.83%

The Directors consider that such increase would not give rise to Mr. Yang Xin Min an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have the intention to repurchase the Shares to such extent at present. The Directors are not aware of any other consequence which would arise under the Takeovers Code as a result of any purchases by the Company of its Shares.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS

The following are the details (as required by the Listing Rules) of the Directors who will retire, and being eligible, and will offer themselves for re-election at the AGM.

1. **Mr. Yang Zhen**, aged 41, is currently the president of the Hong Kong Association of Yixing and the vice president of Yixing Young Entrepreneurs Association. Mr. Yang graduated from Nanjing University with a bachelor degree in international trade and obtained EMBA degree at the Cheung Kong Graduate School of Business. Mr. Yang had served as a director of Century Dragon Investment Limited (an indirect wholly owned subsidiary of the Company until 18 December 2015) from 9 August 2000 until 18 December 2015. Mr. Yang is also appointed as the Business Development Director of the Company since 1 September 2014. He is responsible for the promotion of wireless network, O2O systems and solutions for the wireless system installation and software development. Mr. Yang is the son of Mr. Yang Xin Min who is the Chairman, Chief Executive Officer and substantial shareholder of the Company. Save as disclosed above, Mr. Yang is not connected with any Directors, senior management, substantial or controlling shareholders of the Company. He has not held any directorship in other listed companies during the past three years.

As at the Latest Practicable Date, Mr. Yang had an interest in 1,336,000 Shares (approximately 0.03%) within the meaning of Part XV of the SFO. Mr. Yang has entered into a service contract with the Company with a term of two years. The service contract will continue thereafter unless terminated by either party thereto giving to the other at least three months' notice in writing. In accordance with the Articles of Association, Mr. Yang is subject to retirement by rotation and re-election at the AGM. The director's emoluments of Mr. Yang for the year ended 31 December 2017 was approximately RMB638,000 which was determined with reference to his duties and responsibilities within the Group.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. Nor is there any information regarding Mr. Yang required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

2. **Dr. Cheng Faat Ting Gary**, aged 50, was appointed as an Independent Non-Executive Director of the Company in November 2001. He is the Chairman of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. In 2011, Dr. Cheng graduated with a Doctor of Business Administration from the City University of Hong Kong with research area in "Independent Non-Executive Director ("INED") and Corporate Governance". He is one of few practicing CPA in Hong Kong with DBA degree of research area concentrated in INED study. Dr. Cheng is a Fellow Certified Public Accountant in both Hong Kong and the United States of America ("USA") and a Certified Tax Advisor of the Taxation Institute of Hong Kong. Dr. Cheng received his Bachelor's degree in Accounting (Honours) and Master's degree of Business Administration from Southern Illinois University, USA, in 1992 and 1994 respectively. Dr. Cheng had

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS

worked at the audit division of the international accounting firm, PricewaterhouseCoopers, and has over 25 years of experience in financial reporting, business advisory, auditing, accounting, tax investigation and liquidation. Dr. Cheng is currently the Managing Director of Gary Cheng CPA Limited. For public services, Dr. Cheng currently serves as Chairman of CityU Eminence Society, President of Hong Kong Metropolitan Lions Club and committee member of Social Welfare Advisory Committee of HKSAR.

Dr. Cheng is not connected with any Directors, senior management, substantial or controlling shareholders of the Company. Dr. Cheng was appointed in 2001 and hence, has served the Board for more than 9 years. The Company has continued to receive written confirmations from him annually on his independence, and by reference to the Listing Rules which sets out certain criteria on independence of the Independent Non-Executive Directors, the Board considers that Dr. Cheng is independent. Further, in view of the extensive knowledge and experience of Dr. Cheng, the Board believes that his re-election is in the best interests of the Company and its shareholders as a whole.

As at the Latest Practicable Date, 200,000 Shares are held by the spouse of Dr. Cheng and therefore Dr. Cheng is deemed to have an interest in 200,000 Shares (0.004%) within the meaning of Part XV of the SFO. He has entered into a service contract with the Company with a term of two years. The service contract will continue thereafter unless terminated by either party thereto giving to the other at least 30 days' notice in writing. In accordance with the Articles of Association, Mr. Poon is subject to retirement by rotation and re-election at the AGM. The director's emoluments of Dr. Cheng for the year ended 31 December 2017 was approximately RMB95,000 which was determined with reference to his duties and responsibilities within the Group.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. Nor is there any information regarding Dr. Cheng which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Smartac
中國智能

Smartac Group China Holdings Limited

中國智能集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 395)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of the Company will be held at Room 1204, 12th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 30 May 2018 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December 2017.
2. (a) To re-elect Mr. Yang Zhen as a director of the Company.

(b) To re-elect Dr. Cheng Faat Ting Gary as a director of the Company.

(c) To authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
4. As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions;

A. **“THAT,**

- (i) subject to sub-paragraph (iii) of this Resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period (as defined below);

NOTICE OF ANNUAL GENERAL MEETING

(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (i) of this Resolution, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly, otherwise than pursuant to the following:

- (a) a Rights Issue (as defined below);
- (b) any shares issued pursuant to the exercise of rights of subscription or conversion under the terms of any warrants or any debentures, bond warrants, notes issued by the Company or any securities which are convertible into shares of the Company;
- (c) any share options granted or exercised pursuant to any option scheme or, any 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 rights to acquire shares of the Company; and
- (d) 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 articles of association of the Company; and

(iv) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares, open for a period fixed by the Directors to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such new 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 requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT,

- (i) subject to sub-paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (i) of this Resolution, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT**, the general mandate granted to the Directors to issue and dispose of additional shares pursuant to Ordinary Resolution No. 4A set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4B set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the said Resolution.”

By Order of the Board
Yeung Wai Ling
Company Secretary

Hong Kong, 27 April 2018

Principal Place of Business

in Hong Kong:

Room 1204, 12th Floor
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. The register of members of the Company will be closed from 25 May 2018 (Friday) to 30 May 2018 (Wednesday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 24 May 2018 (Thursday).
2. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited with the Company’s branch share registrar in Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
4. An explanatory statement containing further information on the above Resolution 4B is set out in Appendix I of this circular.