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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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 **KECK SENG INVESTMENTS (HONG KONG) LIMITED** (the “Company”), you should at once hand this circular, together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**KECK SENG INVESTMENTS (HONG KONG) LIMITED**

**激成投資 ( 香港 ) 有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00184)

**GENERAL MANDATES TO BUY BACK SHARES  
AND TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the forthcoming annual general meeting of the Company to be held at Tianshan Function Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 27 May 2015 at 12:30 p.m. is set out on pages 10 to 13.

Whether or not you are able to attend the meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. A form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.keckseng.com.hk](http://www.keckseng.com.hk)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

24 April 2015

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Wednesday, 27 May 2015 at 12:30 p.m.;
“Articles of Association”	the existing articles of association of the Company;
“Board”	the board of Directors of the Company for the time being;
“Buy-back Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	Keck Seng Investments (Hong Kong) Limited, a company incorporated in Hong Kong under the Companies Ordinance, the shares of which are listed on HKEX;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	20 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on HKEX;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the Annual General Meeting;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shareholder(s)”	holder(s) of share(s) of the Company;
“HKEX”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time.

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LETTER FROM THE BOARD

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**KECK SENG INVESTMENTS (HONG KONG) LIMITED**

**激成投資 ( 香港 ) 有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00184)

*Executive Directors:*

HO Kian Guan (Executive Chairman)  
HO Kian Hock (Deputy Executive Chairman)  
TSE See Fan Paul  
CHAN Lui Ming Ivan  
YU Yuet Chu Evelyn  
HO Chung Tao  
HO Chung Hui  
HO Chung Kain (alternate to HO Chung Hui)

*Registered office:*

Room 2902 West Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Non-Executive Directors:*

HO Kian Cheong  
CHAN Yau Hing Robin (Independent)  
KWOK Chi Shun Arthur (Independent)  
WANG Poey Foon Angela (Independent)  
YU Hon To David (Independent)

24 April 2015

Dear Sir or Madam

**GENERAL MANDATES TO BUY BACK SHARES  
AND TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information relating to the Ordinary Resolutions to be proposed at the Annual General Meeting (i) to grant a general mandate to the Directors to exercise the powers of the Company to buy back the Company's fully paid up shares representing up to a maximum of 10% of the total number of issued shares in the share capital of the Company at the date of the Ordinary Resolution; (ii) to grant a general mandate to the Directors to issue new shares up to a maximum of 20% of the total number of issued shares in the capital of the Company at the date of the Ordinary Resolution; (iii) to increase the number of shares which the Directors may issue by the total number of shares bought back pursuant to the Buy-back Mandate; and (iv) to re-elect the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. SECURITIES BUY-BACK AND ISSUANCE MANDATE

At the annual general meeting of the Company held on 9 June 2014, the Company granted a Buy-back Mandate to the Board to exercise the powers of the Company to buy back shares of the Company. A general mandate was also granted to the Directors enabling them to issue new shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary Resolutions will be proposed at the Annual General Meeting:

- (a) to grant a general mandate to the Directors to buy back on HKEX shares of the Company up to a maximum of 10% of the total number of issued shares in the share capital of the Company at the date of the resolution i.e. a maximum of 34,020,000 shares based on the issued share capital of the Company comprising 340,200,000 shares as at the Latest Practicable Date on the assumption that no further shares will be issued prior to the date of the Annual General Meeting (the “Buy-back Mandate”);
- (b) to grant a general mandate to the Directors to issue new shares up to a maximum of 20% of the total number of issued shares in the capital of the Company at the date of the resolution i.e. a maximum of 68,040,000 shares based on the issued share capital of the Company comprising 340,200,000 shares as at the Latest Practicable Date on the assumption that no further shares will be issued prior to the date of the Annual General Meeting (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the total number of shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate.

The Buy-back Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the Ordinary Resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. An explanatory statement as required by the Listing Rules in connection with the Buy-back Mandate is set out in Appendix I to this circular.

### 3. RE-ELECTION OF DIRECTORS

Mr Chan Lui Ming Ivan, Mr Ho Chung Tao, Mr Ho Chung Hui and Mr Kwok Chi Shun Arthur will retire as Directors in accordance with Article 116 of the Articles of Association and being eligible, offer themselves for re-election at the Annual General Meeting. Details of Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

Mr Kwok Chi Shun Arthur who has been serving as Independent Non-executive Director of the Company for more than 9 years, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr Kwok is still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 10 to 13 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.keckseng.com.hk](http://www.keckseng.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Share Registrar, Tricor Tengis 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 adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting.

### 5. RECOMMENDATION

The Directors consider that the granting of the Buy-back Mandate, the granting/extension of the Issuance Mandate and the re-election of retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buy-back Mandate) and Appendix II (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully  
For and on Behalf of the Board  
**Keck Seng Investments (Hong Kong) Limited**  
**Ho Kian Guan**  
*Executive Chairman*

This explanatory statement constitutes the memorandum required under Section 239(2) of the Companies Ordinance and contains all the information required under the Listing Rules for you to consider the Buy-back Mandate.

### **1. REASONS FOR BUY-BACK OF SHARES**

Although the Directors have no present intention of buying back any shares, they believe that the flexibility afforded by the Buy-back Mandate would be beneficial to the Company and its Shareholders. Trading conditions on HKEX have sometimes been volatile in recent years. At any time in the future when shares are trading at a discount to their underlying value, the ability of the Company to buy back shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of shares bought back by the Company and thereby resulting in an increase in net assets and/or earnings per share of the Company. Furthermore, the Directors' exercise of the mandate granted under the Buy-back Mandate may lead to an increased volume of trading in shares on HKEX. Such buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 340,200,000 shares. Subject to the passing of the Ordinary Resolution no. 5, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 34,020,000 shares on the basis that no further shares will be issued prior to the date of the Annual General Meeting.

### **3. FUNDING OF BUY-BACKS**

The Directors propose that buy-backs of shares under the Buy-back Mandate in these circumstances would be financed legally from the Company's distributable profits or proceeds of a fresh issue of shares in accordance with the Articles of Association of the Company and laws of Hong Kong. There might be material 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 for the year ended 31 December 2014) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

#### 4. SHARE PRICES

The highest and lowest prices at which the shares of the Company have been traded on HKEX during each of the previous 12 months from April 2014 to March 2015 were as follows:

		<b>Highest</b>	<b>Lowest</b>
		<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>	April	6.60	5.97
	May	6.75	6.28
	June	6.99	6.34
	July	6.75	6.28
	August	6.90	6.28
	September	6.85	6.65
	October	6.99	6.70
	November	7.86	6.80
	December	7.63	6.75
<b>2015</b>	January	7.20	6.66
	February	7.84	6.90
	March	8.00	7.30

#### 5. UNDERTAKING AND DISCLOSURE OF INTERESTS

The Directors have undertaken to HKEX to exercise the power of the Company to buy back shares under the Buy-back Mandate in accordance with the Listing Rules and laws of Hong Kong.

To the best knowledge of the Company, as at the Latest Practicable Date, the Directors and their associates beneficially held in aggregate 254,522,480 shares in the issued share capital of the Company, representing approximately 74.82% of the Company's issued share capital. If the power of the Company to buy back the shares under the Buy-back Mandate is exercised in full, the Directors' interest in the issued capital of the Company will be increased to 83.13%. However, the Directors have no intention to exercise the Buy-back Mandate to such extent that less than 25% of the issued share capital of the Company would be in public hands. The Directors are not aware of any consequences which will arise to an obligation to make a mandatory offer in accordance with the Takeovers Code as a result of any shares to be bought back under the Buy-back Mandate.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell shares to the Company under the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any shares or that they have undertaken not to sell any shares held by them to the Company in the event that the Buy-back Mandate is approved by its Shareholders.

#### 6. SHARES BUY-BACK MADE BY THE COMPANY

No shares has been bought back by the Company during the last six months (whether on HKEX or otherwise).



Details of Directors proposed to be re-elected at the Annual General Meeting are provided below.

- (1) **Mr CHAN Lui Ming Ivan**, aged 45, is an executive director of the Company and director of various companies of the Group. He was appointed as a director of the Company on 1 July 2006 and appointed as a director of KSSNY Inc (being one of the companies of the Group) on 3 October 2014. He is also a director of Keck Seng (Malaysia) Berhad (listed on the Bursa Malaysia Securities Berhad (the “BMSB”). Mr Chan holds a Bachelor of Business Administration and a Master of Science degree from the National University of Singapore. Mr Chan has not held any directorship in other listed public companies during the last three years.

Mr Chan does not have any service contract with the Group. For the year ended 31 December 2014, he is entitled to a total remuneration of HK\$685,000, including salary, discretionary bonus, director’s fee and fee for attending Board meetings. Mr Chan is also director of certain companies controlled by Mr Ho Kian Guan and Mr Ho Kian Hock.

He is also a director of Ocean Inc, Lapford Limited and Kansas Holdings Limited (all being substantial shareholders of the Company). He is a nephew of Mr Ho Kian Guan, Mr Ho Kian Hock and Mr Ho Kian Cheong, and cousin of Mr Ho Chung Tao, Mr Ho Chung Kain and Mr Ho Chung Hui. Mr Ho Kian Guan, Mr Ho Kian Hock and Mr Ho Kian Cheong are substantial shareholders and directors of the Company while Mr Ho Chung Tao, Mr Ho Chung Kain and Mr Ho Chung Hui are directors or alternate director of the Company. Saved as disclosed hereof, Mr Chan does not have relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practical Date, Mr Chan did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

- (2) **Mr HO Chung Tao**, aged 40, is an executive director of the Company and a nomination committee member of the Board. He was appointed as a director of the Company on 15 October 2008 and appointed as a director of KSSNY Inc (being one of the companies of the Group) on 3 October 2014. Before joining the Group, Mr Ho worked for a major US investment bank based in Japan, focusing on real estate acquisitions, a venture capital firm in Japan and a securities firm in Singapore. Mr Ho holds a Bachelor of Science degree in Hotel Administration from Cornell University, USA. Mr Ho has not held any directorship in other listed public companies during the last three years.

Mr Ho does not have any service contract with the Group. For the year ended 31 December 2014, he is entitled to a total remuneration of HK\$1,621,750, including salary, housing allowance, discretionary bonus, director’s fee and fee for attending Board meetings or committee meetings of the Board.

Mr Ho is the son of Mr Ho Kian Guan, nephew of Mr Ho Kian Hock and Mr Ho Kian Cheong, and cousin of Mr Chan Lui Ming Ivan, Mr Ho Chung Kain and Mr Ho Chung Hui. Saved as disclosed hereof, Mr Ho does not have relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr Ho did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

- (3) **Mr HO Chung Hui**, aged 38, is an executive director of the Company. He was appointed as a director of the Company on 15 October 2008 and appointed as a director of KSSNY Inc (being one of the companies of the Group) on 3 October 2014. Mr Ho joined the Group in August 2003 as a director of a subsidiary for the Group's hotel related investments in China and Vietnam. Before joining the Group, Mr Ho worked for a major US consulting firm on various practices of strategy, finance and business process reengineering and human capital in Singapore. Mr Ho holds a Bachelor of Science in Economics from the London School of Economics. Mr Ho has not held any directorship in other listed public companies during the last three years.

Mr Ho does not have any service contract with the Group. For the year ended 31 December 2014, he is entitled to a total remuneration of HK\$510,000, including salary, discretionary bonus, director's fee and fee for attending Board meetings.

Mr Ho is the son of Mr Ho Kian Hock, brother of Mr Ho Chung Kain, nephew of Mr Ho Kian Guan and Mr Ho Kian Cheong, and cousin of Mr Chan Lui Ming Ivan and Mr Ho Chung Tao. Saved as disclosed hereof, Mr Ho does not have relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr Ho did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

- (4) **Mr KWOK Chi Shun Arthur**, aged 69, is an independent non-executive director of the Company since 3 January 1995. He is also the Chairman of the nomination committee, an audit committee member and a remuneration committee member of the Board. He is a professional architect with extensive architectural, town planning and interior design experience and has wide business interests in property development, merchandise retailing and wholesale. Mr Kwok has not held any directorship in other listed public companies during the last three years.

Mr Kwok does not have any service contract with the Group. For the year ended 31 December 2014, he is entitled for a total remuneration of HK\$235,000 for director's fee and fee for attending shareholders' meetings, Board meetings or committee meetings of the Board.

Mr Kwok does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr Kwok had a personal interest in 202,000 shares (representing approximately 0.06% of the issued share capital) of the Company within the meaning of Part XV of the SFO.

The emoluments of the above Directors have been reviewed by the remuneration committee of the Board with reference to their duties and responsibilities within the Group and the Group's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions.

The above Directors are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Saved as disclosed above, there are no other matters relating to re-election of the above Directors that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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**NOTICE OF ANNUAL GENERAL MEETING**

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**KECK SENG INVESTMENTS (HONG KONG) LIMITED**

**激成投資 ( 香港 ) 有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00184)

**NOTICE IS HEREBY GIVEN** that the 2015 Annual General Meeting of the Company will be held at Tianshan Function Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 27 May 2015 at 12:30 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors thereon for the year ended 31 December 2014;
2. To declare a final dividend;
3. (a) To re-elect Mr Chan Lui Ming Ivan as Director;  
(b) To re-elect Mr Ho Chung Tao as Director;  
(c) To re-elect Mr Ho Chung Hui as Director;  
(d) To re-elect Mr Kwok Chi Shun Arthur as Director;  
(e) To authorize the Board to fix the Directors' remuneration;
4. To re-appoint KPMG as Auditors and to authorize the Board to fix their remuneration;

To consider and, if thought fit, pass by way of special business, with or without amendments, the following resolutions as an Ordinary Resolutions:

5. **“THAT**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
  - (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 articles of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme 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 the Company,

shall not exceed 20% of the total number of issued shares in the share capital of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

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**NOTICE OF ANNUAL GENERAL MEETING**

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(d) for the purposes of this resolution:

“Relevant Period” means the period from 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 articles of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares representing the aggregate number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution.”

On Behalf of the Board  
**Ho Kian Guan**  
*Executive Chairman*

Hong Kong, 24 April 2015

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## NOTICE OF ANNUAL GENERAL MEETING

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Notes:

- (a) The Register of Members of the Company will be closed for the following periods:
  - (i) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming Annual General Meeting to be held on Wednesday, 27 May 2015 (“2015 AGM”), the Register of Members of the Company will be closed from Friday, 22 May 2015 to Wednesday, 27 May 2015, both days inclusive. In order to qualify for attending and voting at the 2015 AGM, all transfer documents should be lodged for registration with the Company’s Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2015.
  - (ii) For the purpose of determining shareholders who are qualified for the final dividend (if approved), the Register of Members of the Company will be closed from Thursday, 4 June 2015 to Friday, 5 June 2015, both days inclusive. In order to qualify for the final dividend (if approved), all transfer documents should be lodged for registration with the Company’s Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 June 2015.
- (b) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. To be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited must be lodged at the Company’s Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong at least 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (c) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and for good corporate governance practice, each of the resolutions set out in this notice will be voted on by poll.
- (d) A member who is a corporation may by resolution of its directors or other governing body authorize any of its officials or any other person to act as its representative at the meeting and exercise the same powers on its behalf as if he had been an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorized is present thereat.