
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer 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 **Lion Rock Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the 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.



LION ROCK GROUP LIMITED

獅子山集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1127)

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS**

A notice dated 20 March 2018 convening the annual general meeting of Lion Rock Group Limited to be held at 26th Floor, 625 King's Road, North Point, Hong Kong, on Friday, 27 April 2018 at 10:00 a.m. is set out on pages 13 to 16 of this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 10:00 a.m. on Wednesday, 25 April 2018. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjourned meeting if they so wish.

20 March 2018

**For identification only*

CONTENTS

	<i>page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction.....	3
2. General mandates to issue and repurchase Shares	3
3. Re-election of retiring directors	5
4. Responsibility statement	5
5. Annual general meeting	5
6. Listing Rules requirement	5
7. Recommendation	6
APPENDIX I – Explanatory statement	7
APPENDIX II – Biographical details of the retiring directors to be re-elected	11
NOTICE OF ANNUAL GENERAL MEETING	13

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 held at 26th Floor, 625 King’s Road, North Point, Hong Kong on Friday, 27 April 2018 at 10:00 a.m.
“AGM Notice”	the notice dated 20 March 2018 convening the AGM as set out on pages 13 to 16 of this circular
“associate”	the same meaning ascribed thereto in the Listing Rules
“Board”	the Board of Directors
“Bye-laws”	the Bye-laws of the Company
“Company”	Lion Rock Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	Director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Resolution(s)”	the proposed resolution(s) as referred to in the AGM Notice
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period as set out in Resolution No. 5
“Share Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the relevant period as set out in Resolution No. 6
“Shareholder(s)”	Shareholder(s) of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



LION ROCK GROUP LIMITED

獅子山集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1127)

Executive Directors:

Lau Chuk Kin
Lam Wing Yip
Lam Mei Lan
Chu Chun Wan

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-Executive Director:

Li Hoi, David
Guo Junsheng

Principal place of business

in Hong Kong:
26/F, 625 King's Road
North Point
Hong Kong

Independent Non-Executive Directors:

Yeung Ka Sing (*Chairman*)
Lee Hau Leung
Tsui King Chung, David
Ng Lai Man, Carmen

20 March 2018

**For identification only*

To the Shareholders

Dear Sir and Madam,

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS

1. INTRODUCTION

The purpose of this document is to provide Shareholders with details regarding renewal of the general mandates to allot, issue and deal with Shares and to repurchase Shares; and the proposed re-election of retiring directors to be dealt with at the AGM.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Under the Listing Rules, the general unconditional mandates granted on 28 April 2017 will lapse at the conclusion of the coming AGM, unless renewed at the AGM. Resolutions Nos. 5 and 6 will be proposed at the AGM to renew these mandates.

LETTER FROM THE BOARD

Resolutions set out as Resolutions no. 5 and 6 in the AGM Notice will be proposed at the AGM to grant to Directors general mandates:

- (i) to allot, issue and deal with Shares whose aggregate nominal amount does not exceed:
 - (a) in the case of an allotment and issue of Shares for cash (other than an allotment and issue of Shares pursuant to a rights issue), 5% of the aggregate nominal amount of the Shares in issue as at the date of passing such resolution; and
 - (b) in the case of an allotment and issue of Shares other than for cash, 20% of the aggregate nominal amount of the Shares in issue as at the date of passing such resolution (less the aggregate nominal amount of Shares (if any) issued pursuant to the general mandate granted pursuant to sub-paragraph (a) above),provided that, in any event, no Shares shall be allotted and issued pursuant to this general mandate if the relevant price represents a discount of 5% or more to the Benchmarked Price (as defined below) of the Shares; and
- (ii) to repurchase Shares whose aggregate nominal amount does not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of passing such resolution.

For the avoidance of doubt, the aggregate nominal amount of Shares may be allotted and issued or agreed conditionally or unconditionally to be allotted or issued pursuant to the Share Issue Mandate shall not exceed 20% of the aggregate nominal amount of the Share in issue as at the date of approving such mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 770,000,000 Shares. On the basis that no further Shares are issued and no Shares are to be repurchased by the Company prior to the date of passing such resolution, the maximum number of Shares to be issued pursuant to this general mandate shall be 154,000,000 Shares.

For the purposes of Share Issue Mandate, the “Benchmarked Price” shall be a price which is the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of signing of the agreement to which the transaction relates; and
- (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet in the five trading days immediately prior to the earlier of:
 - (a) the date of signing of the agreement to which the allotment and issue of Shares relate; or
 - (b) the date on which the relevant allotment and issue of Shares are announced; or
 - (c) the date on which the price of the relevant Shares to be allotted and issued is fixed.

The Share Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held or until the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

LETTER FROM THE BOARD

An explanatory statement to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions concerning the Share Repurchase Mandate is set out in Appendix I to this circular.

The Directors have no present intention to repurchase any Shares pursuant to the Share Repurchase Mandate.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with No. 83(2) and No. 84 of the Bye-laws, Mr. Lam Wing Yip, Ms. Lam Mei Lan, Mr. Yeung Ka Sing and Dr. Ng Lai Man, Carmen will retire at the forthcoming AGM. Mr. Lam Wing Yip has informed the Board that he would not offer himself for re-election and accordingly will retire as director upon the conclusion of the AGM. Ms. Lam Mei Lan, Mr. Yeung Ka Sing and Dr. Ng Lai Man, Carmen being eligible, offer themselves for re-election as directors at the AGM.

Brief biographical details of the retiring directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules as may be amended, modified or supplemented from time to time 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, (a) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (b) there are no other matters the omission of which would make any statement in this circular misleading.

5. ANNUAL GENERAL MEETING

Set out on pages 13 to 16 of this circular is the AGM Notice convening the AGM at which, inter alia, Resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for the use at the AGM is enclosed with this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 10:00 a.m. on Wednesday, 25 April 2018. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the AGM if they so wish.

6. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board is of the opinion that the proposals referred to above are in the interests of the Company and its Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Lion Rock Group Limited
Lau Chuk Kin
Executive Director

This explanatory statement relates to the ordinary resolution proposed to be passed at the AGM for the grant of a general mandate to the Board to repurchase Shares of the Company through Stock Exchange. It contains all the information required by the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

1. REGULATIONS OF THE LISTING RULES

(a) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the memorandum of association and Bye-laws of the Company and the Companies Act 1981 of Bermuda (the “Companies Act”). A listed company may not repurchase its own securities on Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the Listing Rules.

(b) Connected parties

Under the Listing Rules, a company shall not knowingly repurchase shares from a connected person (as defined under the Listing Rules) and a connected person shall not knowingly sell his shares to the company. As at the Latest Practicable Date and to the best of the knowledge of the Directors who have made all reasonable enquires, none of the Directors or their associates had a present intention to sell Shares to the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 770,000,000 Shares of HK\$0.01 each.

If Resolution no. 6 is passed at the AGM, and assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, up to 77,000,000 Shares, representing 10% of the issued share capital of the Company may be repurchased by the Company.

3. REASONS FOR REPURCHASES

The Board believes that it is in the interests of the Company and its Shareholders for the Board to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. GENERAL

There may be a 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 2017 annual report of the Company) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent that there would be a material adverse effect on the working capital requirements or the gearing levels of the Company and its subsidiaries which in the opinion of the Directors are appropriate from time to time.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, it will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and Bye-laws of the Company and the applicable laws of Bermuda.

6. EFFECT OF THE TAKEOVERS CODE

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 acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best knowledge of the Directors, the following persons are the substantial Shareholders of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

Name of Substantial Shareholders	Number of Shares held	Approximately % shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Lau Chuk Kin (<i>Note 1</i>)	316,804,623	41.14%	45.71%
ER2 Holdings Limited (<i>Note 1</i>)	266,432,717	34.60%	38.45%
City Apex Limited (<i>Note 1</i>)	258,135,326	33.52%	37.25%
Mr. Webb David Michael (<i>Note 2</i>)	61,640,976	8.00%	8.89%
Mr. Chang Mun Kee (<i>Note 3</i>)	54,112,030	7.03%	7.81%
JcbNext Berhad (<i>Note 3</i>)	54,112,030	7.03%	7.81%
Preferable Situation Assets Limited (<i>Note 2</i>)	41,665,808	5.41%	6.01%

Note:

- As at the Latest Practicable Date, Mr. Lau directly held 50,371,906 shares and was deemed to be interested in 266,432,717 shares pursuant to Part XV of the Securities and Futures Ordinance. Of 266,432,717 shares, 258,135,326 shares and 8,297,391 shares were beneficially owned by City Apex Limited and ER2 Holdings Limited respectively. ER2 Holdings Limited was the ultimate holding company of City Apex Limited. Mr. Lau Chuk Kin owned 67% of the issued share capital of ER2 Holdings Limited.
- Of the 61,640,976 shares held by Mr. Webb David Michael, 19,975,168 shares are directly held by Mr. Webb and 41,665,808 shares are held by Preferable Situation Assets Limited. According to the record kept by the Company as at the Latest Practicable Date, Preferable Situation Assets Limited was 100% owned by Mr. Webb and therefore Mr. Webb was deemed to be interested in the said shares held by Preferable Situation Assets Limited.
- According to the record kept by the Company as at the Latest Practicable Date, Mr. Chang Mun Kee is interested in 45.49% of the shares in JcbNext Berhad. Therefore, Mr. Chang is deemed to be interested in the said shares held by Jcbnext Berhad.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM, the shareholding of the substantial shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. Such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code.

In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of share capital of the Company in public hands to below 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their respective associates, had any present intention to sell any of the Shares to the Company or its subsidiaries if the Share Repurchase Mandate is approved at the AGM and is exercised.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is approved at the AGM and is exercised.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on Stock Exchange during the previous twelve complete months and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest HK\$	Lowest HK\$
2017		
March	1.53	1.38
April	1.68	1.50
May	1.72	1.50
June	1.70	1.60
July	1.70	1.62
August	1.70	1.52
September	1.53	1.38
October	1.58	1.49
November	1.54	1.44
December	1.58	1.49

2018

January	1.57	1.43
February	1.58	1.33
March (up to and including the Latest Practicable Date)	1.55	1.48

The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

Ms. Lam Mei Lan, aged 51, was appointed as the executive Director in 2015. She is the chief financial officer of the Group and has been responsible for the financial management of the Group. Ms. Lam holds a Master of Business Administration degree from the Chinese University of Hong Kong and a Doctor of Business Administration degree from The Hong Kong Polytechnic University. She is a fellow member of the Hong Kong Institute of Certified Public Accountants. Ms. Lam has over 25 years of experience in finance and has held senior financial positions in various main board listed companies and a non-profit charitable organization in Hong Kong. Ms. Lam is an executive director of OPUS Group Limited, a subsidiary of the Company whose shares are listed on the Australian Securities Exchange. Ms. Lam was an executive director of Cinderella Media Group Limited (currently known as KK Culture Holdings Limited) whose shares are listed on The Stock Exchange of Hong Kong Limited. Save as disclosed above, Ms. Lam does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Ms. Lam is interested in 16,568,688 shares of the Company within the meaning of Part XV of the SFO. Save as aforesaid, Ms. Lam did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. There is no director's service contract entered into between the Company and Ms. Lam. However, Ms. Lam is subject to retirement by rotation and re-election in accordance with the Bye-laws. Total director's emolument of HK\$840,000 was paid to Ms. Lam for the year ended 31 December 2017. The director's emolument is to be determined and subject to the review by the remuneration committee of the Company with reference to her contribution in terms of time, effort and his expertise on an annual basis.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

Mr. Yeung Ka Sing, GBS MBE JP aged 76, joined the Group and was appointed an independent non-executive Director and Chairman of the Company in 2011. Mr. Yeung has been active in public and community services for over 30 years. Notably, he was chairman of the Hong Kong Housing Society, Standing Commission on Civil Service Salaries and Condition of Service, Community Investment and Inclusion Fund Committee. He was also member of the Transport Advisory Committee, member of the City University Council, member of the Employers' Federation, Council member of the Hong Kong Management Association. He was awarded the Gold Bauhinia Star by the Hong Kong Special Administrative Region in 2012. Prior to his retirement in 2006, he was the Head of Corporate Human Resources of the Hong Kong and China Gas Company Limited. Mr. Yeung does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Yeung did not have any interests in the shares of the Company within the meaning of Part XV of the SFO nor did he have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Yeung has entered into a service contract with the Company for a period of two years ending 31 December 2018 subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the service contract, a director's fee of HK\$240,000 was paid for his services for the year ended 31 December 2017. The director's fee was determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

Dr. Ng Lai Man, Carmen, aged 53, was appointed as an independent non-executive Director in 2011. Dr. Ng has about 29 years of experience in professional accounting and corporate finance in Hong Kong, the PRC, the United States and Europe. Dr. Ng is a practising certified public accountant in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and Institute of Chartered Accountants in England and Wales. She is the director of Cosmos CPA Limited and Managing Partner of Hong Kong Asset Management Limited.

Dr. Ng received her Doctor of Business Administration degree from the Hong Kong Polytechnic University, Juris Doctor degree from the Chinese University of Hong Kong, Master of Laws degree in Corporate and Financial Law from the University of Hong Kong, Master of Business Administration degree from the Chinese University of Hong Kong, Master of Professional Accounting degree from the Hong Kong Polytechnic University and Master of Science in Global Finance jointly offered by Leonard N. Stern School of Business of New York University and School of Business and Management from the Hong Kong University of Science of Technology.

Dr. Ng is currently the non-executive director of Precision Tsugami (China) Corporation Limited and an independent non-executive director of eSun Holdings Limited and Global International Credit Group Limited, all being companies listed on The Stock Exchange of Hong Kong Limited. Save as disclosed above, Dr. Ng does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Dr. Ng did not have any interests in the shares of the Company within the meaning of Part XV of the SFO nor did she have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Dr. Ng has entered into a service contract with the Company for a period of two years ending 31 December 2018 subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the service contract, a director's fee of HK\$210,000 was paid for her services for the year ended 31 December 2017. The director's fee was determined and approved by the Board with reference to her contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

NOTICE OF ANNUAL GENERAL MEETING



LION ROCK GROUP LIMITED

獅子山集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1127)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members of Lion Rock Group Limited (the “Company”) will be held at 26th Floor, 625 King’s Road, North Point, Hong Kong on Friday, 27 April 2018 at 10:00 a.m. for the following purposes:-

Ordinary Business

1. To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2017;
2. To declare final dividend for the year ended 31 December 2017;
3. (A) (i) To re-elect Ms. Lam Mei Lan as executive director;
(ii) To re-elect Mr. Yeung Ka Sing as independent non-executive director;
(iii) To re-elect Dr. Ng Lai Man, Carmen as independent non-executive director; and
(B) To authorise the Board of Directors to fix their remuneration for the year ending 31 December 2018;
4. To re-appoint BDO Limited as the Company’s auditors and authorise the directors of the Company (the "Directors") to fix their remuneration;

Special Business

5. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:-

“THAT:-

- (A) subject to paragraph (B) below, the general mandate to exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to allot, issue and otherwise deal with Shares unissued or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities or to make or grant offers, agreement and options which would or might require, whether during the continuance of this mandate or thereafter, securities to be issued, allotted or disposed of be and is hereby unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than (i) on a Rights Issue (as defined below); or (ii) upon the exercise of any options granted under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iii) as any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares and the issue of such warrants or other securities has previously been approved by shareholders of the Company, shall not exceed:
- (i) in the case of an allotment and issue of Shares for cash consideration, 5% of the aggregate nominal amount of the Shares in issue at the date of passing this resolution; and
 - (ii) in the case of an allotment and issue of Shares other than for cash consideration, 20% of the aggregate nominal amount of the Shares in issue at the date of passing this resolution (less the aggregate nominal amount of such Shares (if any) allotted and issued or to be allotted or issued pursuant to the general mandate granted pursuant to sub-paragraph (i) of this resolution),

provided that, in any event, no Shares or other securities of the Company shall be issued by the Directors pursuant to the approval granted under this resolution (1) if the total number of Shares allotted and issued or to be allotted and issued upon the exercise of such other securities (for cash or otherwise) exceeds 20% of the aggregate amount of the Shares in issue at the date of passing this resolution or (2) if, in the case of allotment and issue of Shares for cash consideration, the subscription price of the Share (and if relevant, the issue price of the securities to which such Share relates) represents a discount of 5% or more to the Benchmarked Price (as hereinafter defined) of the Shares; and

- (C) for the purpose of this resolution:

“Benchmarked Price” shall be a price which is the higher of:

- (i) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of signing of the agreement to which the transaction relates; and
- (ii) the average closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange in the five trading days immediately prior to the earlier of:
 - (A) the date of signing of the agreement to which the allotment and issue of the Shares relate; or
 - (B) the date on which the relevant allotment and issue of the Shares are announced; or
 - (C) the date on which the price of the relevant Shares to be allotted and issued is fixed.

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (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, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

6. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:-

“THAT:-

- (A) subject to paragraph (B) below, the general mandate to exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the Shares in issue as at the date of the passing of this resolution; and
- (C) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. To transact any other business of the Company.

By Order of the Board
Lau Chuk Kin
Executive Director

Hong Kong, 20 March 2018

Principal Office:
26/F, 625 King's Road
North Point
Hong Kong

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

Notes:

1. The register of members of the Company will be closed from 24 April 2018 to 27 April 2018, during which period no transfer of Shares can be registered. **In order to qualify for attending and voting at the annual general meeting**, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share register and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30p.m. on Monday, 23 April 2018.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his instead and any member who is the holder of 2 or more shares in the Company is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:00a.m. on Wednesday, 25 April 2018. Completion and return of the proxy form will not preclude you from attending the meeting should you so wish.
4. As at the date of this Notice, the Board comprises Lau Chuk Kin, Lam Wing Yip, Lam Mei Lan and Chu Chun Wan as executive directors, Li Hoi, David, Guo Junsheng as non-executive directors, Yeung Ka Sing, Lee Hau Leung, Tsui King Chung, David and Ng Lai Man, Carmen as independent non-executive directors.

* *For identification only*