

If you are in 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 accountants or other professional adviser.

If you have sold or transferred all your shares in Asia Energy Logistics Group Limited (the “Company”), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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亞洲能源物流
ASIA ENERGY
Logistics
ASIA ENERGY LOGISTICS GROUP LIMITED
亞洲能源物流集團有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 0351)

**PROPOSALS INVOLVING
THE GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 9 May 2016 at 11 : 00 a.m. (the “Annual General Meeting”) or any adjournment thereof is set out on pages 12 to 15 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 circular 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 any statement herein or this circular misleading.

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DEFINITIONS

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

“AGM Notice”	notice convening the Annual General Meeting as set out on pages 12 to 15 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at 9/F., Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 9 May 2016 at 11 : 00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Asia Energy Logistics Group Limited, a company incorporated in Hong Kong with limited liability whose issued shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Explanatory Statement”	the explanatory statement required under the Listing Rules to provide the requisite information in respect of the Share Repurchase Mandate as set out in Appendix II to this circular
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors by a separate resolution at the Annual General Meeting to the effect that the Share Issue Mandate shall be extended by the addition of the Shares repurchased under the Share Repurchase Mandate
“General Mandates”	the existing general mandates granted to the Directors to issue Shares and to repurchase shares at the annual general meeting of the Company held on 12 June 2015 which will expire at the conclusion of the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	1 April 2016, 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
“Main Board”	the main board of the Stock Exchange
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to permit the allotment and issue of new Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



ASIA ENERGY LOGISTICS GROUP LIMITED

亞洲能源物流集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0351)

Executive Directors:

Mr. Liang Jun
Mr. Fung Ka Keung, David
Ms. Yu Sau Lai
Mr. Tse On Kin

Registered office:

Room 2404, 24/F
Wing On Centre
111 Connaught Road Central
Hong Kong

Non-Executive Directors:

Mr. Yu Baodong (*Chairman*)
Ms. Sun Wei

Independent Non-Executive Directors:

Mr. Chan Chi Yuen
Mr. Zhang Xi
Professor Sit Fung Shuen, Victor

7 April 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSALS INVOLVING
THE GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information in respect of the ordinary resolutions to approve the grant of the Share Issue Mandate, the Share Repurchase Mandate, the Extension Mandate and the re-election of retiring Directors to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the General Mandates granted to the Directors will expire at the conclusion of the Annual General Meeting, ordinary resolutions will be proposed at the Annual General Meeting to approve the grant to the Directors of the Share Issue Mandate, the Share Repurchase Mandate and the Extension Mandate.

As at the Latest Practicable Date, there were 14,163,304,241 Shares in issue. Subject to the passing of the relevant resolutions approving the Share Issue Mandate and the Share Repurchase Mandate and assuming that no further Shares are issued and/or repurchased by the Company after the Latest Practicable Date and prior to the Annual General Meeting, the Directors would be allowed, (i) under the Share Issue Mandate to allot and issue up to a maximum of 2,832,660,848 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date; and (ii) under the Share Repurchase Mandate to repurchase up to a maximum of 1,416,330,424 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

The Explanatory Statement required to be given to the Shareholders under the Listing Rules is set out in Appendix II to this circular. The information in the Explanatory Statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the Share Repurchase Mandate.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Mr. Tse On Kin, Mr. Yu Baodong and Professor Sit Fung Shuen, Victor, all being Directors, will retire from office by rotation pursuant to Articles 101A and 101B of the Articles of Association. All of the above retiring Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, ordinary resolutions to approve the Share Issue Mandate, the Share Repurchase Mandate, the Extension Mandate and the proposed re-election of retiring Directors, are set out on pages 12 to 15 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Annual General Meeting will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

RECOMMENDATION

The Directors believe that the Share Issue Mandate, the Share Repurchase Mandate, the Extension Mandate and the proposed re-election of retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions referred to above to be proposed at the Annual General Meeting as set out in the AGM Notice.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

By order of the Board

Liang Jun

Executive Director

Details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting in accordance with the Articles of Association are set out as follows:

EXECUTIVE DIRECTOR

Mr. Tse On Kin (“Mr. Tse”)

Mr. Tse On Kin, aged 54, was re-designated as the Executive Director on 20 July 2015. Prior to his re-designation he was appointed as the Chairman and an Executive Director on 10 March 2006 and was re-designated as a Non-Executive Director and ceased to be the Chairman, both with effect from 1 April 2007.

Mr. Tse has over 20 years of management experience covering corporate planning, restructuring, business development, project injection, merger and acquisition. Mr. Tse has a bachelor degree in Public Policy and Administration from York University in Canada.

Mr. Tse is currently an independent non-executive director and the chairman of China Bio Cassava Holdings Limited (stock code: 8129), a company listed on the Growth Enterprise Market of the Stock Exchange.

Ms. Ho Pui Man, the Company Secretary and the Financial Controller of the Company, is the niece of Mr. Tse.

Save as disclosed above, Mr. Tse has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into a service agreement with Mr. Tse for a term of three years. Mr. Tse is subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to an annual remuneration of HK\$1,560,000 which was determined by the Remuneration Committee with reference to his qualification, duties and responsibilities with the Company and the prevailing market condition.

In addition, there is no information to be disclosed pursuant to any of the requirements stated under Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules in relation to the re-election of Mr. Tse as a Director.

NON-EXECUTIVE DIRECTOR

Mr. Yu Baodong (“Mr. Yu”)

Mr. Yu, aged 52, has been a Non-Executive Director since 31 March 2009 and the Chairman since 26 January 2010. He is also the chairman of the nomination committee of the Company. He has over 10 years of experience in project investment and corporate management. He holds a master degree in Economics from the People’s University of China and a doctorate degree in Economics from the Wuhan University.

Mr. Yu was an executive director of GCL-Poly Energy Holdings Limited (stock code: 3800) from November 2006 to September 2014 and a non-executive director of GCL New Energy Holdings Limited (stock code: 451) from May 2014 to February 2015. Both companies are listed on the Main Board.

Save as disclosed above, Mr. Yu has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into a service agreement with Mr. Yu for a term of three years. Mr. Yu is subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to an annual remuneration of HK\$540,000 which was determined by the Remuneration Committee with reference to his qualification, duties and responsibilities with the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Yu has an interest in 50,000,000 underlying Shares within the meaning of Part XV of the SFO, which represents Mr. Yu’s entitlement to exercise share options to subscribe for 50,000,000 Shares. The share options were granted to him under the share option schemes of the Company.

In addition, there is no information to be disclosed pursuant to any of the requirements stated under Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules in relation to the re-election of Mr. Yu as a Director.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Professor Sit Fung Shuen, Victor (“Prof Sit”)

Prof. Sit, aged 68, was appointed as an Independent Non-Executive Director on 7 June 2010 and is a member of the Audit Committee. Prof. Sit has obtained a Ph.D. from the London School of Economics and Political Science, United Kingdom. He is a founding director of the Advanced Institute for Contemporary China Studies of Hong Kong Baptist University and has also been invited to be the Honorary Professor of a number of renowned universities including Peking University, Zhongshan University, Jinan University and Xian Jiaotong University in the People’s Republic of China (the “PRC”). He had been a Professor of the Department of Geography of The University of Hong Kong from 1977 to 2007 and was the Head of Department of Geography and Geology of The University of Hong Kong from 1993 to 1998.

Prof. Sit is currently a member of both the City Planning Commission of Shenzhen Municipal Government of the PRC and Sanmin Municipal Government of Fujian Province of the PRC. Prof. Sit had also assumed the posts of Deputy to the National People’s Congress of the PRC from 1993 to 2008 and Advisor to the Governor of Guangdong Province of the PRC from 2000 to 2005. He was formerly a member of the Preparatory Committee of the Hong Kong Special Administrative Region (“HKSAR”) of the National People’s Congress of the PRC, Port and Marine Board of the HKSAR Government, Committee on Port and Harbour Development and the Port Development Board of the HKSAR Government.

Prof. Sit is currently an independent non-executive director of FDG Kinetic Limited (formerly known as CIAM Group Limited) (stock code: 378), a company listed on the Main Board.

Save as disclosed above, Prof. Sit has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into a service agreement with Prof. Sit for a term of three years. Prof. Sit is subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to an annual remuneration of HK\$120,000 which was determined by the Remuneration Committee with reference to his qualification, duties and responsibilities with the Company and the prevailing market condition.

In addition, there is no information to be disclosed pursuant to any of the requirements stated under Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules in relation to the re-election of Prof. Sit as a Director.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to the Shareholders for their consideration of the Share Repurchase Mandate.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 14,163,304,241 Shares in issue. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the date of the Annual General Meeting, exercise in full of the Share Repurchase Mandate would result in up to 1,416,330,424 Shares (representing 10% of the total number of Shares in issue as at the Latest Practicable Date), being repurchased by the Company. The Share Repurchase Mandate will allow the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting of the Company or 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 Hong Kong or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors consider that the Share Repurchase Mandate will provide the Company the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may enhance the net asset value of the Company and/or earnings per Share, depending on market conditions and funding arrangements at the time, and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

In the event that the Share Repurchase Mandate were to be exercised in full, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2015). However, the Directors do not propose to exercise the Share Repurchase 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.

3. FUNDING AND LEGALITY OF REPURCHASES

Any repurchase of Shares will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Articles of Association and the applicable laws of Hong Kong.

4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company nor has he undertaken not to sell any of the Shares held by him to the Company in the event that the Company is authorised to make re-purchases of the Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Hong Kong and in accordance with the regulations set out in the Articles of Association.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, 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 Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wong Kin Ting was taken to have an interest under the SFO in 4,552,970,325 Shares (comprising (i) 4,257,970,325 Shares held by King Castle Enterprises Limited, which is wholly owned by him and (ii) 295,000,000 Shares held by Delight Assets Management Limited, which is also wholly owned by him), representing approximately 32.2% of the total number of Shares in issue. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the Annual General Meeting and the shareholding of Mr. Wong Kin Ting remains unchanged, in the event that the Directors exercise in full of the Share Repurchase Mandate (if granted), then the attributable shareholding of Mr. Wong Kin Ting would be increased to approximately 35.7% of the total number of Shares in issue. If this occurs, Mr. Wong Kin Ting will become obliged to make a mandatory offer under Rule 26 of the Takeovers Code unless a waiver is obtained. The Company shall comply with the Listing Rules and/or the Takeovers Code should the Share Repurchase Mandate be exercised to such an extent that will result in a mandatory offer being triggered under the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would trigger a mandatory offer.

7. SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months up to and including the Latest Practicable Date are as follows:

	Share Price	
	Highest HK\$	Lowest HK\$
2015		
March	0.123	0.100
April	0.145	0.098
May	0.255	0.123
June	0.340	0.170
July	0.195	0.080
August	0.122	0.081
September	0.139	0.091
October	0.155	0.115
November	0.148	0.114
December	0.125	0.096
2016		
January	0.114	0.075
February	0.098	0.079
March	0.090	0.080
April (up to and including the Latest Practicable Date)	0.081	0.075



ASIA ENERGY LOGISTICS GROUP LIMITED

亞洲能源物流集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0351)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of Asia Energy Logistics Group Limited (the "**Company**") will be held at 9/F., Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Monday, 9 May 2016 at 11 : 00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 31 December 2015.
2.
 - (a) To re-elect Mr. Tse On Kin as an executive director of the Company;
 - (b) To re-elect Mr. Yu Baodong as a non-executive director of the Company;
 - (c) To re-elect Professor Sit Fung Shuen, Victor as an independent non-executive director of the Company; and
 - (d) To authorize the board of directors of the Company to fix the directors' remuneration.
3. To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.

By way of special business, to consider, and if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

4. "**THAT:**
 - (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional ordinary shares (the "**Ordinary Shares**") in the Company and to make or grant offers, agreements and options (including warrants, bonds,

NOTICE OF ANNUAL GENERAL MEETING

debentures, notes and other securities which carry rights to subscribe for or are convertible into Ordinary Shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Ordinary Shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of the Ordinary Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (c) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (d) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent of the total number of Ordinary Shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; 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; or
- (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 revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares, or any class of shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (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 the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”) applicable to the Company).”

5. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Ordinary Shares in the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Ordinary Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws of Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange and other regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Ordinary Shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10 per cent of the total number of Ordinary Shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose 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; or
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting.”
6. “**THAT** conditional upon Resolutions 4 and 5 as set out in the notice convening the Meeting (the “**AGM Notice**”) being passed, the aggregate number of the Ordinary Shares in the Company which are repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in the AGM Notice (up to a maximum of 10 per cent of the total number of Ordinary Shares in issue as at the date of passing of Resolution 5 as set out in the AGM Notice) shall be added to the aggregate number of the Ordinary Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution 4 as set out in the AGM Notice.”

By Order of the Board
Liang Jun
Executive Director

7 April 2016

Registered office:
Room 2404, 24/F
Wing On Centre
111 Connaught Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares in the Company may appoint more than one proxy. A proxy need not be a member of the Company.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company's share registrar, Tricor Secretaries 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 (as the case may be).
3. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In respect of Resolution 2 of the AGM Notice regarding re-election of retiring directors of the Company, Mr. Tse On Kin, Mr. Yu Baodong and Professor Sit Fung Shuen, Victor will retire from the office of directorship at the Meeting and, being eligible, offer themselves for re-election in accordance with the articles of association of the Company. The biographical details of the above directors of the Company are set out in Appendix I to the circular of the Company dated 7 April 2016.