

IMPORTANT

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

If you have sold or transferred all your shares in **Kingwell Group Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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KINGWELL GROUP LIMITED

京維集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1195)

**GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the annual general meeting (the “AGM”) of the Company to be held at Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong Hotel, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 12 December 2014 at 11:00 a.m. to approve the matters referred to in this circular. If you are unable to attend the AGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

30 October 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. General Mandate to Issue Shares	4
3. Re-election of Retiring Directors	4
4. Refreshment of the existing Scheme Mandate Limit of the Share Option Scheme	6
5. Annual General Meeting	8
6. Voting by way of Poll	8
7. Recommendation	8
8. General Information	9
Notice of Annual General Meeting	10

DEFINITIONS

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

“2014 Annual Report”	the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 30 June 2014;
“AGM”	the annual general meeting of the Company to be held at Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong Hotel, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 12 December 2014 at 11:00 a.m. at which the 2014 Annual Report will be adopted;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Kingwell Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange;
“Director(s)”	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 PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution;
“Last Renewal Resolution”	the ordinary resolution passed at the annual general meeting of the Company held on 20 December 2013 for the renewal of the 10% of the Scheme Mandate Limit;
“Latest Practicable Date”	21 October 2014, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option(s)”	right(s) to subscribe for Share(s) pursuant to the Share Option Scheme;
“PRC”	The People’s Republic of China;
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme of the Group and which must not in aggregate exceed 10% of the Shares in issue as at the date of passing of relevant ordinary resolutions;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);

DEFINITIONS

“Share Option Scheme”	the share option scheme of the Company adopted on 11 February 2010;
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

LETTER FROM THE BOARD



KINGWELL GROUP LIMITED

京維集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1195)

Executive Directors:

Mr. Hui Lung Hing (*Chairman*)
Mr. Xiang Song (*Chief Executive Officer*)
Mr. Sze Ming Yee
Mr. Lin Wan Xin
Ms. Xu Yue Yue
Mr. Yang Xue Jun

Registered Office:

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

Independent Non-executive Directors:

Mr. Huang Jian Zi
Mr. Cheung Chuen
Ms. Wong Lai Wing

Principal Office in Hong Kong:

Units 314–315
Wing On Plaza
62 Mody Road
Tsimshatsui East
Kowloon

30 October 2014

To the Shareholders

Dear Sirs or Madam,

**GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM, ordinary resolutions will be proposed to approve (i) the granting of the Issue Mandate; (ii) the re-election of the retiring Directors; and (iii) the refreshment of Scheme Mandate Limit of the Share Option Scheme.

LETTER FROM THE BOARD

This circular contains all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions approving the Company to issue Shares, to re-elect the retiring Directors and to refresh the Scheme Mandate Limit of the Share Option Scheme.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 20 December 2013, an ordinary resolution was passed by the Shareholders on granting the existing Issue Mandate to the Directors.

In accordance with the Listing Rules, principally Rule 13.64(4), the Company will be convening the extraordinary general meeting on 23 October 2014 at which ordinary resolution will be proposed to seek the approval of the Independent Shareholders to grant the new general mandate (the “New Mandate”) such that the Directors be granted general authority to allot and issue new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution.

An ordinary resolution will be proposed at the AGM to revoke the existing Issue Mandate and New Mandate, and to grant to the Directors a fresh Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of the passing of such resolution. Based on 2,319,159,897 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with 463,831,979 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. RE-ELECTION OF RETIRING DIRECTORS

In relation to ordinary resolution number 2 set out in the notice of AGM regarding the re-election of retiring Directors, Mr. Xiang Song, Mr. Lin Wan Xin and Mr. Cheung Chuen shall retire as Directors by rotation at the AGM pursuant to article 87(1) of the Articles of Association, and being eligible, will offer themselves for re-election.

In respect of the proposed re-election of Mr. Cheung Chuen, who has served as an Independent Non-executive Director of the Company for more than 9 years since September 2004, the Board believes that he is able and will continue to exercise independent and professional judgment in relation to matters and affairs of the Company, as he has various public listed companies.

LETTER FROM THE BOARD

Mr. Xiang Song (項松), aged 43, is an Executive Director and the Chief Executive Officer of the Company. Mr. Xiang graduated with a bachelor's degree in mechanical engineering from the University of Science and Technology of Beijing (北京科技大學) in 1993. Prior to joining the Group in July 1998, Mr. Xiang had gained substantial management experience when he served as the plant general manager and engineer of Guangzhou Printronics Circuit Corp. (廣州普林電路公司). He has more than 19 years of management experience in the electronic industry. Mr. Xiang was appointed as an Executive Director in September 2000 and he is principally responsible for the supervision of the Group's technology, production and quality control.

Mr. Xiang has entered into a service agreement with the Company for a term of three years commencing from 22 August 2011. After the completion, his appointment will continue for one year. Mr. Xiang is subject to the retirement by rotation and re-election pursuant to the memorandum and Articles of Association. Mr. Xiang is entitled to a monthly salary of HK\$30,000, plus year and discretionary bonus which will depend on performance of his duties as specified in his service agreement with the Company. The salary is determined by reference to his duties and responsibilities with the Company and prevailing market rate of similar position.

As at the Latest Practical Date, save as disclosed above, Mr. Xiang (i) did not have other directorships in the last three years in public companies the securities of which are listed on any similar market in Hong Kong or overseas and has not held other major or professional appointments or any other positions in the Company or its subsidiaries; (ii) does not have any other interests in the Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Lin Wan Xin (林萬新), aged 60, is an Executive Director of the Company. He is also a director of Fujian Fuqiang Delicate Circuit Plate Co., Ltd., a subsidiary of the Company. He graduated from Fujian Normal University (福建師範大學) and has gained extensive administration experience as the production director, administration director and vice-president of the general administration department of Fujian Normal University (福建師範大學). Mr. Lin is currently a member of the 11th and 12th Political Consultative Standing Committee of Fuqing City in Fujian Province and a council member of the Printed Circuit Industry Association respectively. He joined the Group in March 1998 and was one of the founding members. On 28 October 2008, he has been appointed as the Chairman of the Company but resigned the post on 15 January 2010.

Mr. Lin has entered into the service agreement dated 23 October 2010 with the Company for a term of one year from the date of the commencement and shall continue thereafter until terminated by six months' notice in writing served by either party on the other. Mr. Lin is subject to the retirement by rotation and re-election pursuant to the memorandum and Articles of Association. Mr. Lin is entitled to a monthly salary of HK\$20,000, plus year and discretionary bonus which will depend on performance of his duties as specified in his service agreement with the Company. The salary is determined by reference to his duties and responsibilities with the Company and prevailing market rate of similar position.

As at the Latest Practical Date, save as disclosed above, Mr. Lin (i) did not have other directorships in the last three years in public companies the securities of which are listed on any similar market in Hong Kong or overseas and has not held other major or professional appointments or any other positions in the Company or its subsidiaries; (ii) does not have any other interests in the Shares,

LETTER FROM THE BOARD

underlying shares and debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Cheung Chuen (張全), aged 40, is an Independent Non-executive Director of the Company. He is a certified public accountant practicing in the United States of America and Hong Kong. Mr. Cheung graduated from Hong Kong Shue Yan University in 1999 with majoring in accounting and obtained a master degree in professional accounting from the Hong Kong Polytechnic University in 2004. He is a member of the American Institute of Certified Public Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has over the years gained extensive experience in accounting and auditing. He has been appointed as an Independent Non-executive Director of the Company since September 2004. Mr. Cheung currently is an executive director and independent non-executive director of China High Precision Automation Group Limited and Anxin-China Holdings Limited, respectively which both are listed companies in Hong Kong.

Mr. Cheung has entered into an appointment letter with the Company for a term of one year commencing from 1 January 2014 and is subject to the retirement by rotation and re-election pursuant to the memorandum and Articles of Association. Mr. Cheung is entitled to a director's remuneration of HK\$120,000 per annum, which is determined based on the prevailing market rate and without any bonus payment.

As at the Latest Practical Date, save as disclosed above, Mr. Cheung (i) did not have other directorships in the last three years in public companies the securities of which are listed on any similar market in Hong Kong or overseas and has not held other major or professional appointments or any other positions in the Company or its subsidiaries; (ii) does not have any other interests in the Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Xiang Song, Mr. Lin Wan Xin and Mr. Cheung Chuen that need to be brought to the attention of the Stock Exchange or the Shareholders. There is no information relating to all the retiring Directors that is required to be disclosed pursuant to Rules 13.51(2)(h)–(v) of the Listing Rules.

4. REFRESHMENT OF THE EXISTING SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 11 February 2010. Under the rules of the Share Option Scheme:

“8.2 Subject to paragraphs 8.1, 8.3, 8.4, 8.5 and 8.6, the Shares which are the subject of Options that may be granted immediately after the Adoption Date and Options granted under any other option schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the Adoption Date (the “Scheme Mandate Limit”). Options lapsed in accordance with the terms of the relevant scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

LETTER FROM THE BOARD

8.3 The Company may renew the Scheme Mandate Limit at any time subject to prior Shareholders' approval. However, the Scheme Mandate Limit as renewed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under this Scheme, and other share option schemes (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised Options) shall not be counted for the purpose of calculating the limit as renewed. A circular must be sent to Shareholders in connection with the meeting at which their approval will be sought."

The existing 10% Scheme Mandate Limit is 218,844,789 Shares, being 10% of the Shares in issue as at the date of passing of the Last Renewal Resolution. As at the Latest Practicable Date, Options entitling the holders thereof to subscribe for an aggregate of 91,500,000 Shares had been granted pursuant to the authority granted under the Last Renewal Resolution and in accordance with the terms of the Share Option Scheme, in which 28,104,000 and 63,396,000 of such Options had been exercised and were outstanding respectively, representing 1.21% and 2.73% of the issued share capital of the Company respectively, while none of such options had been cancelled or lapsed up to the Latest Practicable Date.

As at the Latest Practicable Date, since the adoption of the Share Option Scheme, the total number of outstanding Options was 106,652,000 under the Share Option Scheme, representing 4.60% of the total issued share capital of the Company.

Since the date of passing of the Last Removal Resolution, the increase of issued share capital of the Company was due to exercise of Options, conversion of convertible preferred shares, conversion of warrants and placing of Shares. Total number of issued share capital has been increased since then and was 2,319,159,897 Shares as at the Latest Practicable Date. A refreshment of the Scheme Mandate Limit would increase the total number of Options that the Directors may grant under the Share Option Scheme. The Directors consider that the Company should refresh the Scheme Mandate Limit to allow the Company to have the flexibility to provide incentive to participants of the Share Option Scheme by way of granting Options to them. If the refreshment of the existing Scheme Mandate Limit is approved at the AGM, based on the 2,319,159,897 Shares in issue as at the Latest Practicable Date and assuming no new Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to grant Options to subscribe for up to a total of 231,915,989 Shares, representing 10% of the issued ordinary share capital of the Company as at the date of the AGM.

It is proposed that the refreshment of the Scheme Mandate Limit is subject to the approval of the Shareholders at the AGM. The proposed refreshment of the Scheme Mandate Limit will be conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares, representing 10% of the Shares in issue as at the date of AGM, which may fall to be allotted and issued pursuant to the exercise of Options which may be granted under the Share Option Scheme up to the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for granting the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme up to the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

The Directors consider that the refreshment of the Scheme Mandate Limit is in the interest of the Group and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other selected participants under the Share Option Scheme. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme.

An ordinary resolution, as special business, will be proposed at the forthcoming AGM to approve the refreshment of the existing Scheme Mandate Limit in the terms as set out in Resolution no. 4B of the AGM Notice. In order that the Company could continue to grant Options to selected participants as incentives or rewards for their contribution to the Company, the Directors recommend the Shareholders to vote in favour of this resolution.

5. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 10 to 12 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Issue Mandate, the re-election of retiring Directors and the refreshment of the Scheme Mandate Limit of the Share Option Scheme.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to article 66 of the Articles of Association. The results of poll will be published on the websites of the Stock Exchange and the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. RECOMMENDATION

The Directors consider that the Issue Mandate, the re-election of the retiring Directors and the refreshment of the Scheme Mandate Limit of the Share Option Scheme are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 10 to 12 of this circular.

LETTER FROM THE BOARD

8. GENERAL INFORMATION

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.

Yours faithfully,
For and on behalf of
Kingwell Group Limited
Hui Lung Hing
Chairman

NOTICE OF ANNUAL GENERAL MEETING



KINGWELL GROUP LIMITED

京維集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1195)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingwell Group Limited (the “Company”) will be held at Monet Room B, Basement 1, InterContinental Grand Stanford Hong Kong Hotel, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 12 December 2014 at 11:00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 30 June 2014;
2. to re-elect the retiring directors and to authorise the board of directors to fix their remuneration;
3. to re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors to fix their remuneration; and
4. as special businesses, to consider, and if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights or conversion under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares, or (iii)

NOTICE OF ANNUAL GENERAL MEETING

the exercise of the subscription rights under the share option scheme of the Company, or (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the 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 required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares or an offer of warrants, options or other securities giving right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

(B) **“THAT**

Subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the shares of the Company (“Shares”) which may fall to be issued upon exercise of the options under the share option scheme adopted by the Company on 11 February 2010 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares of the Company in issue as at the date of passing this resolution (the “Scheme Mandate Limit”) and that the directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option

NOTICE OF ANNUAL GENERAL MEETING

Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with Shares of the Company pursuant to the exercise of such options.”

The register of members of the Company will be closed from 8 December 2014 to 12 December 2014, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 5 December 2014.

Yours faithfully,
For and on behalf of
Kingwell Group Limited
Hui Lung Hing
Chairman

Hong Kong, 30 October 2014

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A shareholder of the Company entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company. In order to be valid, the form of proxy must be completed and deposited at the Company’s Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any shareholder from attending and voting at the meeting if so wished.
- (2) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment.