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

If you have sold or transferred all your shares in TK Group (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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TK GROUP (HOLDINGS) LIMITED

東江集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

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

A notice of annual general meeting of TK Group (Holdings) Limited to be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 18 May 2016 at 9:30 a.m., is set out in pages 13 to 17 of this circular. A form of proxy for use at the 2016 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.tkmold.com).

Whether or not you are able to attend the 2016 annual general meeting in person, please complete and sign 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, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the 2016 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

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DEFINITIONS

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

“2016 AGM”	an annual general meeting of the Company to be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 18 May 2016 at 9:30 a.m. or any adjournment thereof to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	TK Group (Holdings) Limited 東江集團(控股)有限公司, a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange
“Director(s)”	the 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”	6 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TK GROUP (HOLDINGS) LIMITED

東江集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

Executive Directors:

Mr. Li Pui Leung (*Chairman*)
Mr. Yung Kin Cheung Michael (*Chief Executive Officer*)
Mr. Lee Leung Yiu
Mr. Cheung Fong Wa

Independent Non-executive Directors:

Dr. Chung Chi Ping Roy
Mr. Ho Kenneth Kai Chung
Mr. Tsang Wah Kwong

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Workshop No. 19
9th Floor, Block B
Hi-Tech Industrial Centre
No. 491-501 Castle Peak Road
Tsuen Wan
New Territories
Hong Kong

13 April 2016

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to give the Shareholders the notice of the 2016 AGM and provide the Shareholders with details regarding (i) the re-election of Directors retiring at the 2016 AGM; and (ii) the grant of general mandates to the Directors to issue and repurchase the Shares. Such proposals will be dealt with at the 2016 AGM.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84 of the Articles, Mr. Yung Kin Cheung Michael, Mr. Lee Leung Yiu and Mr. Tsang Wah Kwong shall retire by rotation at the 2016 AGM. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the 2016 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix I to this circular.

GENERAL MANDATES

At the annual general meeting of the Company held on 3 June 2015, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Up to the Latest Practicable Date, such mandates have not been utilized and, if not used by the date of the 2016 AGM, will lapse at the conclusion of the 2016 AGM.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, at the 2016 AGM, separate ordinary resolutions will be proposed to grant the new general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate number of the issued Shares at the date of passing of such resolution (the “**Issue Mandate**”); (ii) to repurchase issued and fully paid Shares on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the aggregate number of the issued Shares of the Company at the date of passing of such resolution (the “**Buyback Mandate**”); and (iii) to add the aggregate number of the Shares repurchased by the Company pursuant to the Buyback Mandate to the Issue Mandate.

As at the Latest Practicable Date, the Company had 826,600,000 Shares in issue. Subject to the passing of the proposed resolutions for the grant of the general mandates as mentioned above and on the basis that no Shares are issued or repurchased by the Company prior to the 2016 AGM, the exercise of the Buyback Mandate in full would result in up to 82,660,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution referred to herein or the date upon which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, and the Directors will be authorised to allot and issue under the Issue Mandate as mentioned above up to 165,320,000 Shares, and to the extent the Buyback Mandate is exercised, plus the aggregate number of Shares repurchased by the Company under the Buyback Mandate.

The explanatory statement required by the Listing Rules to provide requisite information to you for your consideration of the Buyback Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

2016 AGM

A notice of 2016 AGM is set out on pages 13 to 17 of this circular.

A form of proxy for use at the 2016 AGM is also enclosed with this circular. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services 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 2016 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the 2016 AGM should you so wish.

VOTE BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the 2016 AGM, all votes will be taken by way of poll save for resolutions related purely to procedural or administrative matters which may be voted by a show of hands at the discretion of the chairman of the meeting. An announcement on the poll vote results will be made by the Company after the 2016 AGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2016 AGM, the register of members will be closed from 16 May 2016 to 18 May 2016, both days inclusive, during which period no transfer of Shares will be registered.

In order to be eligible to attend and vote at 2016 AGM, unregistered holder of the Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 13 May 2016.

RECOMMENDATION

The Directors consider that the proposals for re-election of retiring Directors and the granting/extension of the Issue Mandate and the granting of the Buyback Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the 2016 AGM.

Yours faithfully,
For and on behalf of the Board
TK Group (Holdings) Limited
Li Pui Leung
Chairman

The details of the retiring Directors proposed for re-election at the 2016 AGM are set out below:

(a) Yung Kin Cheung Michael (“Mr. Yung”)

Mr. Yung, aged 54, is the executive director and the chief executive officer of the Group. He is also the member of the Remuneration Committee of the Company. Mr. Yung has approximately 27 years of experience in plastic mold fabrication and plastic injection molding. He was appointed as executive director of the Group on 28 March 2013. Mr. Yung is responsible for formulation and implementation of the business plan of the Group. Prior to joining the Group, Mr. Yung acted as a buyer in National Semiconductor Hong Kong Ltd. from May 1985 to August 1987. He was promoted to Component Engineer in May 1987. From August 1987 to February 1989, Mr. Yung served at AST Research (Far East) Ltd. as procurement engineer. Mr. Yung joined the Group in 1989 as the general manager and was primarily responsible for operation management for the molding business. He served as the managing director of the Group since 2000, mainly responsible for business development and the daily operations of the Group’s business. Mr. Yung graduated from the Department of Industrial Engineering of the University of Hong Kong with a bachelor’s degree of Science in Engineering in November 1983. He also graduated from the Centre of Buddhist Studies of the Faculty of Social Sciences of the University of Hong Kong with a Master’s Degree in Buddhist Studies in November 2008. Mr. Yung is also the shareholder and director of Eastern Mix Company Limited (a controlling shareholder of the Company), and the controlling shareholder and director of Cheer Union Development Ltd. (a substantial Shareholder of the Company).

As at the Latest Practicable Date, save as Mr. Yung was deemed to be interested in 53,760,000 Shares held by Cheer Union Development Ltd. and 1,860,000 share options granted by the Company, entitling him to subscribe for 1,860,000 Shares, he did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Yung has entered into a service contract with the Company for a term of three years commencing from 20 December 2013, which may be terminated by not less than one month’s notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement of Directors as set out in the Articles. Mr. Yung is entitled to a salary of HK\$2,100,000 per year in aggregate and is also entitled to bonus as determined by the Board.

Save as being an executive director and the chief executive officer of the Group, the member of the Remuneration Committee and a director of the subsidiaries of the Company, Mr. Yung did not hold any other positions with the other members of the Group. Mr. Yung also did not hold other directorship in listed public companies during the last three years. Save as disclosed above, he did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Mr. Yung confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Yung.

(b) Lee Leung Yiu (“Mr. Lee”)

Mr. Lee, aged 54, is the executive director of the Group. He is one of the founders of the Group and was appointed as executive director of the Group on 28 March 2013. Mr. Lee has approximately 32 years of experience in plastic mold fabrication and plastic injection molding. Mr. Lee together with Mr. Li Pui Leung (a controlling Shareholder, the Chairman and an executive Director) established Tung Kong Machinery Moulding FTY, in 1983. He has been holding the position of manager, mainly responsible for procurement for the Group. From August 2009 to October 2010, Mr. Lee completed the EMBA training classes of Graduate School of Tsinghua University, China, and obtained a certificate of completion. In June 2013, Mr. Lee obtained a degree of master of business administration from the University of Wales, the United Kingdom. Mr. Lee is also the shareholder and director of Eastern Mix Company Limited (a controlling shareholder of the Company), the controlling shareholder and director of Normal Times International Limited (a substantial shareholder of the Company), and the younger brother of Mr. Li Pui Leung.

As at the Latest Practicable Date, save as Mr. Lee was deemed to be interested in 51,840,000 Shares held by Normal Times International Limited, and 1,800,000 share options granted by the Company entitling him to subscribe for 1,800,000 Shares, he did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. Lee has entered into a service contract with the Company for a term of three years commencing from 20 December 2013, which may be terminated by not less than one month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement of Directors as set out in the Articles. Mr. Lee is entitled to a salary of HK\$1,560,000 per year in aggregate and is also entitled to bonus as determined by the Board.

Save as being an executive Director and director of the subsidiaries of the Company, Mr. Lee did not hold any other positions with the other members of the Group. Mr. Lee also did not hold other directorship in listed public companies during the last three years. Save as disclosed above, he did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Mr. Lee confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Lee.

(c) Tsang Wah Kwong (“Mr. Tsang”)

Mr. Tsang, aged 63, was appointed as an independent non-executive Director on 27 November 2013. He is also the chairman of the Audit Committee and a member of both the Nomination Committee and the Remuneration Committee of the Company. Mr. Tsang is a former partner of PricewaterhouseCoopers in Hong Kong and China and has over 32 years of experience in auditing and providing support for initial public offerings and acquisition transactions. From July 1978 to June 2011, Mr. Tsang worked in PricewaterhouseCoopers in Hong Kong and China. Mr. Tsang received a bachelor’s degree in business administration from Chinese University of Hong Kong in June 1978. He is a fellow member of the Hong Kong Institute of Certified Public Accountants since September 1991, a member of the Chinese Institute of Certified Public Accountants since May 2004 and a fellow member of the Chartered Association of Certified Accountants since March 1989.

Currently, Mr. Tsang is an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: China Merchants China Direct Investments Limited (stock code: 133), Sihuan Pharmaceutical Holdings Group Ltd. (stock code: 460), China Animation Characters Company Limited (stock code: 1566) and Ping An Securities Group (Holdings) Limited (formerly known as Madex International (Holdings) Limited) (stock code: 231). Mr. Tsang is also an independent director of Agria Corporation (a company listed on the New York Stock Exchange; stock code: GRO), and a director of PGG Wrightson Limited (a company listed on the New Zealand Stock Exchange; stock code: PGW). Mr. Tsang was an independent non-executive director of PanAsialum Holdings Company Limited (stock code: 2078) from January 2013 to January 2016.

As at the Latest Practicable Date, Mr. Tsang did not have any interests or short position in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO. Pursuant to the letter of appointment issued by the Company to Mr. Tsang, his current term of office is 1 year from 20 December 2015, unless terminated by either party giving to the other not less than one month’s prior notice in writing and is subject to provisions on retirement of Directors as set out in the Articles. Mr. Tsang is entitled to a director’s fee of HK\$273,000 per year in aggregate.

Save as disclosed above, Mr. Tsang did not hold any other positions with the other members of the Group and did not hold other directorship in listed public companies during the last three years. He did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company as at the Latest Practicable Date.

Mr. Tsang confirmed that there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Tsang.

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide all the information in relation to the Buyback Mandate for your consideration.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the Shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Buyback Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of its issued shares at the date of the passing of the proposed resolution granting the Buyback Mandate.

As at the Latest Practicable Date, the Company had 826,600,000 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the 2016 AGM, the exercise of the Buyback Mandate in full would result in up to 82,660,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution granting the Buyback Mandate or the date upon which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

(c) Reason for repurchase

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

(d) Funding of repurchase

In repurchasing Shares, a company may only apply funds legally available for such purpose in accordance with the Articles and the laws of the Cayman Islands.

The Directors propose that such repurchase of Shares, would be appropriately financed by the Company's internal resources and/or available banking facilities.

As compared with the financial position of the Company as at 31 December 2015 (being date of its latest published audited accounts), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company if the Buyback Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recently published audited accounts) unless the Directors consider that such repurchases would be in the interests of the Company and the Shareholders notwithstanding such material adverse impact.

(e) Connected parties

Neither the Directors nor, to the best knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

(f) Undertaking by Directors

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

(g) Takeovers Code

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes 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 increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Li Pui Leung, the Chairman of the Board, was interested in 507,920,000 Shares, representing approximately 61.45% of the total issued share capital of the Company. Out of these Shares, 421,520,000 Shares (being approximately

50.99% of the total issued share capital of the Company) were held by Eastern Mix Company Limited (a controlled corporation of Mr. Li Pui Leung) and 86,400,000 Shares (being approximately 10.45% of the total issued share capital of the Company) were held by Lead Smart Development Limited (a company wholly owned by Mr. Li Pui Leung). On the basis that (i) the total issued share capital of the Company (being 826,600,000 Shares) remains unchanged as at the date of the 2016 AGM, and (ii) the shareholding of Mr. Li Pui Leung (being 507,920,000 issued Shares) in the Company remain unchanged immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2016 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Buyback Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Mr. Li Pui Leung in the issued Shares would be increased to approximately 68.27% of the total issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

2. SHARE REPURCHASE AND MARKET PRICES

During the six months preceding the Latest Practicable Date, no Shares had been repurchased or redeemed by the Company.

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest prices of each of the following months at which the Shares had been traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	2.44	1.98
May	2.61	2.15
June	3.00	2.44
July	2.70	1.90
August	2.63	1.98
September	2.55	2.06
October	2.45	2.08
November	2.36	2.01
December	2.25	2.08
2016		
January	2.26	1.77
February	1.93	1.62
March	2.06	1.75
April (up to and including the Latest Practicable Date)	2.04	1.94



TK GROUP (HOLDINGS) LIMITED

東江集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of TK Group (Holdings) Limited (the “**Company**”) will be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 18 May 2016 at 9:30 a.m. to consider and, if thought fit, transact the following business:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and the reports of the directors and auditor of the Company for the year ended 31 December 2015.
2. To declare a final dividend of HK7 cents per share for the year ended 31 December 2015.
3. To re-elect Mr. Yung Kin Cheung Michael as an executive director of the Company (the “**Director**”).
4. To re-elect Mr. Lee Leung Yiu as an executive Director.
5. To re-elect Mr. Tsang Wah Kwong as an independent non-executive Director.
6. To authorise the board of Directors to fix the remuneration of the Directors.
7. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of Directors to fix auditor’s remuneration.
8. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF 2016 AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company or any class of shares of the Company thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof as at that date (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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF 2016 AGM

9. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to purchase such shares, subject to and in accordance with all applicable laws or requirements, be and is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares that may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) above shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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10. To consider as ordinary business and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon the passing of Resolutions nos. 8 and 9 as set out in the notice convening the meeting of which this resolution forms part, the aggregate number of shares of the Company which are purchased by the Company pursuant to and in accordance with the said Resolution no. 9 shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with Resolution no. 8 as set out in the notice convening the meeting of which this resolution forms part.”

By Order of the Board
TK Group (Holdings) Limited
Li Pui Leung
Chairman

Hong Kong, 13 April 2016

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. For determining the entitlement to attend and vote at the annual general meeting to be held on 18 May 2016, the register of members of the Company will be closed from 16 May 2016 to 18 May 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note 3 above) for registration not later than 4:30 p.m. on 13 May 2016.

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7. For determining the entitlement to the proposed final dividend upon passing of resolution no. 2 set out in this notice, the register of members of the Company will be closed from 26 May 2016 to 27 May 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be qualified for the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Branch Share Registrar (at its address shown in Note 3 above) for registration not later than 4:30 p.m. on 25 May 2016.

As at the date of this notice, the executive Directors are Mr. Li Pui Leung, Mr. Yung Kin Cheung Michael, Mr. Lee Leung Yiu and Mr. Cheung Fong Wa; the independent non-executive Directors are Dr. Chung Chi Ping Roy, Mr. Ho Kenneth Kai Chung and Mr. Tsang Wah Kwong.