THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Poly Capital Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker, other registered dealer in securities, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

POLY CAPITAL HOLDINGS LIMITED
保 興 資 本 控 股 有 限 公 司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

PROPOSED CHANGE OF COMPANY NAME, PROPOSED CAPITAL REORGANISATION, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, REFRESHMENT OF THE SCHEME MANDATE LIMIT, RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Poly Capital Holdings Limited to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 30 September 2014 at 9:30 a.m. is set out on pages 24 to 29 of this circular. Whether or not you are able to attend and vote at the annual general meeting, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

* *For identification purpose only*

29 August 2014

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EXPECTED TIMETABLE

The expected timetable for the implementation of the proposed Capital Reorganisation is as follows:

Despatch date of circular with notice and proxy form of the AGM	Friday, 29 August 2014
Latest time for lodging forms of proxy for the AGM	9:30 a.m., Sunday, 28 September 2014
Date and time of AGM	9:30 a.m., Tuesday, 30 September 2014
Announcement of voting results of the AGM	Tuesday, 30 September 2014

The following events are conditional on the results of the AGM and fulfillment of the conditions set out below in the section headed "PROPOSED CAPITAL REORGANISATION". The dates are therefore tentative.

Expected effective date of the proposed Capital Reorganisation	9:00 a.m., Friday, 3 October 2014
First day for free exchange of existing certificates of existing Shares for new certificates for New Shares	9:00 a.m., Friday, 3 October 2014
Commencement of dealing in New Shares	9:00 a.m., Friday, 3 October 2014
Last day for free exchange of existing certificates of existing Shares for new certificates for New Shares	4:30 p.m., Friday, 7 November 2014

Notes:

1) All times and dates in this circular refer to Hong Kong local times and dates.

2) Dates specified in this circular are indicative only. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.

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

"AGM"	the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 30 September 2014 at 9:30 a.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice
"AGM Notice"	the notice convening the AGM as set out on pages 24 to 29 of this circular
"Board"	the Board of Directors of the Company
"Bye-laws"	the Bye-laws of the Company
"Capital Reduction"	the proposed reduction of the issued share capital of the Company through the cancellation of the paid-up capital to the extent of HK$0.09 on each of the issued Shares so that the nominal value of each issued Share will be reduced from HK$0.10 to HK$0.01
"Change of Company Name"	the proposed change of the English name of the Company from "Poly Capital Holdings Limited" to "Mission Capital Holdings Limited"
"Capital Reorganisation"	the proposed capital reorganisation of the Company comprising the Capital Reduction and the Subdivision, as referred to in the section headed "PROPOSED CAPITAL REORGANISATION" in this circular
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Companies Act"	the Companies Act 1981 of Bermuda (as amended)
"Company"	Poly Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
"Directors"	the directors of the Company
"Excelsior Kingdom"	Excelsior Kingdom Limited, a company incorporated in the British Virgin Islands and is wholly owned by Mr. Suen
"Global Wealthy"	Global Wealthy Limited, a company incorporated in the British Virgin Islands, being the substantial Shareholder of the Company and is wholly owned by Excelsior Kingdom

"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
"Latest Practicable Date"	27 August 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in the circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Suen"	Mr. Suen Cho Hung, Paul, an Executive Director, the Chairman and the substantial Shareholder of the Company
"New Share(s)"	ordinary share(s) of the Company with a nominal value of HK$0.01 each immediately after the proposed Capital Reorganisation becoming effective
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
"Scheme Mandate Limit"	the maximum number of Shares in respect of which share options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company, which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.10 each in the capital of the Company prior to the Capital Reorganisation

"Share Option Scheme"	the share option scheme adopted by an ordinary resolution passed at the annual general meeting of the Company held on 24 September 2012
"Shareholder(s)"	holder(s) of the Share(s) or New Share(s), as the case may be
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subdivision"	the proposed subdivision of every authorised but unissued Share into 10 New Shares of HK$0.01 par value each
"Takeovers Code"	The Code on Takeovers and Mergers
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

POLY CAPITAL HOLDINGS LIMITED
保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1141)

Executive Directors:
Mr. Suen Cho Hung, Paul *(Chairman)*
Mr. Sue Ka Lok *(Chief Executive Officer)*
Mr. Suen Yick Lun Philip
Mr. Lau King Hang

Independent Non-executive Directors:
Mr. Wong Kwok Tai
Mr. Weng Yixiang
Mr. Huang Zhencheng

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

Head Office and Principal Place of Business in Hong Kong:
Suite 1501, 15th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

29 August 2014

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME, PROPOSED CAPITAL REORGANISATION, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, REFRESHMENT OF THE SCHEME MANDATE LIMIT, RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the Change of Company Name; (b) the Capital Reorganisation; (c) the granting to the Directors of the Issue Mandate; (d) the granting to the Directors of the Repurchase Mandate; (e) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (f) the refreshment of the Scheme Mandate Limit; and (g) the re-election of the retiring Directors.

* *For identification purpose only*

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 22 August 2014, in relation to, inter alia, the Change of Company Name. The Chinese name of the Company, which was adopted for identification purposes only, will remain as "保興資本控股有限公司".

The Company intends to put forward to the Shareholders for their approval of the proposed Change of Company Name.

Conditions

The proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the AGM to be convened by the Company to approve the Change of Company Name; and

2. the Registrar of Companies in Bermuda (the "Registrar of Companies") approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name shall take effect from the date of entry of the new English name of the Company in place of the existing English name of the Company on the register maintained by the Registrar of Companies. Upon the Change of Company Name becoming effective, the Company will comply with the necessary filing procedures in Hong Kong.

Further announcement will be made by the Company regarding the effective date of the proposed Change of Company Name and the change of the stock short name for the trading of the Company's shares on the Stock Exchange as and when appropriate.

Reasons for the Change of Company Name

The Oxford Dictionary defines Mission as (i) an important assignment given to a person or group of people; (ii) a strongly felt aim, conviction, or calling. The proposed change from "Poly" to "Mission" signifies that the Group's strong commitment to explore potential investments and strategic partners for the existing core businesses as well as other business developments. The Board considers this Mission will bring about or increase economic benefit for the Shareholders by way of dividends in the forms of cash dividends, stock dividend distributions, and other forms of distributions.

The Change of Company Name is not only intended to enhance the corporate image for the Group but is also intended to gain a more extensive market recognition for the future development of the Company.

The Board is of the opinion that the proposed Change of Company Name will clearly benefit the Company's future business development and is in the interests of the Company and the Shareholders as a whole.

Effect of the proposed Change of Company Name

The Group is principally engaged in supply and procurement of commodities, provision of finance and securities investment.

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and/or its financial position. Upon the proposed Change of Company Name becoming effective, all existing share certificates in issue bearing the existing name of the Company will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the proposed Change of Company Name becoming effective, all new share certificates will be issued in the new name of the Company.

3. PROPOSED CAPITAL REORGANISATION

Reference is made to the announcement of the Company dated 4 August 2014.

The Company intends to put forward to the Shareholders for their approval of the proposed Capital Reorganisation comprising the Capital Reduction and the Subdivision, the details of which are set out below:

A. Capital Reduction

The issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK$0.09 on each of the issued Shares. On the basis of 3,422,680,402 Shares currently in issue, a credit of approximately HK$308.04 million will arise from the Capital Reduction. The credit will be applied to set-off the accumulated losses of the Company as at 31 March 2014 which stood at approximately HK$286.51 million, and with the remaining balance of such credit of approximately HK$21.53 million to be transferred to the contributed surplus account of the Company as permitted by the Bye-laws and applicable laws in Bermuda.

On 18 July 2014, the Company proposed a bonus issue on the basis of one (1) bonus share for every four (4) Shares (the "Bonus Issue") and there are additional 855,670,100 bonus shares will be issued under the Bonus Issue representing approximately 25% of the existing issued share capital. Assuming the Bonus Issue has completed before the date of AGM and no further issue or repurchase of Shares prior to the AGM, there will be a total of 4,278,350,502 Shares in issue as enlarged by the Bonus Issue. Assuming 4,278,350,502 Shares in issue, a credit of approximately HK$385.05 million will arise from the Capital Reduction. The credit will be applied to set-off the accumulated losses of the Company as at 31 March 2014 which stood at approximately HK$286.51 million, and with the remaining balance of such credit of approximately HK$98.54 million to be transferred to the contributed surplus account of the Company as permitted by the Bye-laws and applicable laws in Bermuda.

B. Subdivision

Forthwith upon the Capital Reduction taking effect, every authorised but unissued Share be subdivided into 10 New Shares of HK$0.01 par value each.

C. Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

a. passing by the Shareholders of a special resolution at the AGM approving the Capital Reorganisation;

b. the compliance by the Company with the requirements under the Companies Act including the publication of a notice in relation to the Capital Reduction in Bermuda in accordance with section 46(2) of the Companies Act;

c. on the date on which the Capital Reduction is to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they fall due; and

d. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares to be issued following completion of the Capital Reorganisation.

Subject to the fulfillment of the Conditions, the Capital Reorganisation is expected to become effective on the next business day (as defined in the Listing Rules) following the date of passing of the abovementioned special resolution at the AGM.

D. Listing and dealings

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares to be issued following the completion of the Capital Reorganisation.

The New Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares to be issued following the completion of the Capital Reorganisation on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made enabling the securities to be admitted into CCASS.

No part of the equity or debt securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchanges.

E. Effect of the Capital Reorganisation

The New Shares arising from the Capital Reorganisation will rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Bye-laws. The following table sets out the effect of the Capital Reorganisation on the share capital of the Company, that is, before and after implementation of the Capital Reorganisation:

	As at the Latest Practicable Date	Immediately after the Bonus Issue becoming effective but before the Capital Reorganisation	Immediately after Capital Reorganisation and assuming the Bonus Issue has not been completed before the date of AGM	Immediately after Capital Reorganisation and assuming the Bonus Issue has been completed before the date of AGM
Nominal value per Share	HK$0.10 per Share	HK$0.10 per Share	HK$0.01 per New Share	HK$0.01 per New Share
Authorised share capital of the Company	HK$1,000,000,000.00 divided into 10,000,000,000 Shares	HK$1,000,000,000.00 divided into 10,000,000,000 Shares	HK$1,000,000,000.00 divided into 100,000,000,000 New Shares	HK$1,000,000,000.00 divided into 100,000,000,000 New Shares
Issued and fully paid up share capital of the Company	HK$342,268,040.20 divided into 3,422,680,402 Shares	HK$427,835,050.20 divided into 4,278,350,502 Shares	HK$34,226,804.02 divided into 3,422,680,402 New Shares	HK$42,783,505.02 divided into 4,278,350,502 New Shares

Notes:

(a) The above table is prepared on the assumption that no further Shares are issued or repurchased between the date of the Latest Practicable Date and the date of the AGM.

(b) As at the Latest Practicable Date, the Company does not have any outstanding options, warrants and/or convertible securities of the Company.

(c) The proposed issue of bonus shares on the basis of one (1) bonus share for every four (4) existing Shares as referred to announcement of the Company dated 18 July 2014 and the circular of the Company dated 25 July 2014.

F. Free exchange of share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may, during the business hours from Friday, 3 October 2014 to Friday, 7 November 2014 (both dates inclusive), submit the existing share certificates for the Shares in board lot of 10,000 Shares, which is yellow in color, to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in exchange for the new share certificates for the New Shares, at the expense of the Company, which will be blue in color. It is expected that the new share certificates will be available to the Shareholders for collection within 10 business days from the date of submission for the exchange. Thereafter, existing share certificates will be accepted for exchange only on payment of a fee of HK$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each new share certificate to be issued or each existing share certificate submitted for cancellation, whichever the number of certificates involved is higher, payable by the Shareholders to the Company's branch share registrar in Hong Kong.

Nevertheless, the existing share certificates will continue to be good evidence of legal title and will be valid for dealings, trading and settlement purpose after the Capital Reorganisation has become effective and may be exchanged for new share certificates at any time in accordance with the foregoing.

G. Reason for the Capital Reorganisation

The main purpose for implementing the Capital Reorganisation is to (i) apply the credit arising from the Capital Reduction to offset the accumulated losses of the Company; and (ii) give greater flexibility to the Company to raise funds through the issue of new shares in the future.

The Directors are of the view that the proposed Capital Reduction will not have a material adverse effect on the financial position of the Group, except for those expenses to be incurred in relation to the Capital Reorganisation. The Capital Reduction will also have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

Therefore, the Directors consider the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

4. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the total number of issued share capital of the Company is 3,422,680,402 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, and the Capital Reorganisation has completed at the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 684,536,080 New Shares and the maximum number of New Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 342,268,040 New Shares.

On 18 July 2014, the Company proposed a Bonus Issue and there are additional 855,670,100 bonus shares will be issued under the Bonus Issue representing approximately 25% of the existing issued share capital. Assuming the Bonus Issue has completed before the date of AGM, no further issue or repurchase of Shares prior to the AGM, and the Capital Reorganisation has completed at the AGM, there will be a total of 4,278,350,502 New Shares in issue as enlarged by the Bonus Issue. Accordingly, the maximum number of New Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 855,670,100 New Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 427,835,050 New Shares.

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

5. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 24 September 2012.

Pursuant to the Share Option Scheme, the maximum number of Shares in respect of which share options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of adoption of the Share Option Scheme. The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

(i) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of approval of the refreshment of the Scheme Mandate Limit; and

(ii) share options previously granted under any existing schemes (including share options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised share options) shall not be counted for the purpose of calculating the limit as refreshed.

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

The Scheme Mandate Limit was granted at the annual general meeting of the Company held on 24 September 2012, pursuant to which the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 296,553,384 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting.

Since the adoption of the Share Option Scheme on 24 September 2012 and up to the Latest Practicable Date, no options under the Scheme Mandate Limit were granted, exercised, lapsed or cancelled. There are no options under the Share Option Scheme or any other schemes of the Company granted which remain outstanding or unexercised as at the Latest Practicable Date.

As at the Latest Practicable Date, the total number of issued share capital of the Company is 3,422,680,402 Shares. Assuming that there is no change in the number of issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, upon approval of the refreshment of the Scheme Mandate Limit by Shareholders and the Capital Reorganisation has completed at the AGM, the Company may grant share options entitling holders thereof to subscribe for a total of 342,268,040 Shares (representing 10% of the Shares in issue as at the date of the AGM approving the refreshment of the Scheme Mandate Limit).

On 18 July 2014, the Company proposed a Bonus Issue and there are additional 855,670,100 bonus shares will be issued under the Bonus Issue representing approximately 25% of the existing issued share capital. Assuming the Bonus Issue has completed before the date of AGM, no further issue or repurchase of Shares prior to the AGM and the Capital Reorganisation has completed at the AGM, there will be a total of 4,278,350,502 New Shares in issue as enlarged by the Bonus Issue. Accordingly, upon approval of the refreshment of the Scheme Mandate Limit by Shareholders at the AGM, the Company may grant share options entitling holders thereof to subscribe for a total of 427,835,050 New Shares (representing 10% of the New Shares in issue as at the date of the AGM approving the refreshment of the Scheme Mandate Limit).

The Company believes that the refreshment of the Scheme Mandate Limit will allow the Company to achieve the purpose of the Share Option Scheme which is to provide incentive or reward to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Company. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those eligible participants by way of granting of options.

The refreshment of the Scheme Mandate Limit is conditional on:

(a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and

(b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, Shares (representing a maximum of 10% of Shares in issue as at the date of the AGM approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of share options under the Share Option Scheme and any other share option scheme(s) of the Company.

Application will be made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, Shares or New Shares (as the case may be) (representing a maximum of 10% of Shares or New Shares (as the case may be) in issue as at the date of the AGM approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of share options under the Share Option Scheme and any other share option scheme(s) of the Company.

6. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Suen Cho Hung, Paul, Mr. Sue Ka Lok, Mr. Suen Yick Lun Philip, Mr. Lau King Hang, Mr. Wong Kwok Tai, Mr. Weng Yixiang and Mr. Huang Zhencheng.

Pursuant to bye-law 86(2) of the Bye-laws, Mr. Suen Yick Lun Philip, Mr. Lau King Hang and Mr. Huang Zhencheng will hold office until the AGM and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to bye-law 87 of the Bye-laws, Mr. Suen Cho Hung, Paul and Mr. Weng Yixiang will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

7. VOTING AT THE AGM

The AGM Notice is set out on pages 24 to 29 of this circular. The AGM will be convened and held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 30 September 2014 at 9:30 a.m., which contains, inter alia, ordinary resolutions to approve (i) the granting to the Directors of the Issue Mandate; (ii) the granting to the Directors of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (iv) the refreshment of the Scheme Mandate Limit; and (v) the re-election of the retiring Directors, and special resolutions to approve (i) the Change of Company Name; and (ii) the Capital Reorganisation.

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the Chairman of the AGM to demand for a poll for the ordinary resolutions and special resolutions put to the vote of the AGM in accordance with the Bye-laws.

No Shareholders are required to abstain from voting at the AGM on the refreshment of the Scheme Mandate Limit.

The proposed Capital Reorganisation is subject to the approval of a special resolution passed by the Shareholders. As none of the Shareholders is interested in the proposed Capital Reorganisation, no Shareholders are required to abstain from voting at the AGM on the proposed Capital Reorganisation.

8. ACTION TO BE TAKEN

A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

9. RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

10. RESPONSIBILITY STATEMENT

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.

11. ADDITIONAL INFORMATION

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

Yours faithfully,
On behalf of the Board
Poly Capital Holdings Limited
Sue Ka Lok
Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued share capital of the Company is 3,422,680,402 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, and the Capital Reorganisation has completed at the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 342,268,040 New Shares, representing 10% of the New Shares in issue of the Company as at the date of the AGM.

On 18 July 2014, the Company proposed a Bonus Issue and there are additional 855,670,100 bonus shares will be issued under the Bonus Issue representing approximately 25% of the existing issued share capital. Assuming the Bonus Issue has completed before the date of AGM, no further issue or repurchase of Shares from the Latest Practicable Date up to the date of the AGM, and the Capital Reorganisation has completed at the AGM, there will be a total of 4,278,350,502 New Shares in issue as enlarged by the Bonus Issue. Accordingly, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 427,835,050 New Shares, representing 10% of the New Shares in issue of the Company as at the date of the AGM.

2. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for the purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws provide that funds used for a share repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

3. REASONS FOR REPURCHASES

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

4. IMPACT OF REPURCHASES

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 March 2014, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices at which the shares of the Company have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2013		
August	0.094*	0.073*
September	0.081*	0.065*
October	0.107*	0.071*
November	0.104*	0.082*
December	0.132*	0.085*
2014		
January	0.134*	0.102*
February	0.116*	0.096*
March	0.135*	0.100*
April	0.118*	0.095*
May	0.190*	0.100*
June	0.252*	0.155*
July	0.380*	0.220*
August (up to the Latest Practicable Date)	0.350*	0.252*

* *The prices disclosed above were adjusted to take into account the effect of the Bonus Issue. Details of the Bonus Issue was contained in the circular of the Company dated 28 July 2014.*

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the 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 purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Global Wealthy beneficially owned 1,008,700,000 Shares, representing approximately 29.47% of the total issued share capital of the Company. Global Wealthy is wholly owned by Excelsior Kingdom which in turn is wholly owned by Mr. Suen. Together with the 7,000,000 Shares beneficially owned by him, Mr. Suen is deemed to be interested in a total of 1,015,700,000 Shares, representing approximately 29.68% of the issued share capital of the Company.

Assuming the Bonus Issue has completed, Global Wealthy beneficially owned 1,260,875,000 Shares, representing approximately 29.47% of the enlarged issued share capital by the Bonus Issue of the Company. Global Wealthy is wholly owned by Excelsior Kingdom which in turn is wholly owned by Mr. Suen. Together with the 8,750,000 Shares beneficially owned by him, Mr. Suen is deemed to be interested in a total of 1,269,625,000 Shares, representing approximately 29.68% of the enlarged issued share capital by the Bonus Issue of the Company.

On the basis that the issued share capital of the Company and the shareholdings of Global Wealthy and Mr. Suen in the Company remain unchanged immediately before the full exercise of the Repurchase 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 AGM, the interests of Mr. Suen in the issued Shares would be increased to approximately 32.97% of the total issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the power to repurchase Shares to such an extent as would result in such an obligation arising.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

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

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

9. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

10. GENERAL

The Listing Rules prohibit a company from making repurchase 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 intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The following are the details of the retiring Directors proposed to be re-elected at the AGM.

Mr. Suen Cho Hung, Paul ("Mr. Suen"), *Executive Director and Chairman of the Board*

Mr. Suen, aged 53, joined the Company as an Executive Director and the Chairman in November 2007. Mr. Suen is also a director of various members of the Group. He holds a Master of Business Administration degree from the University of South Australia. Mr. Suen has extensive experience in managing metal, minerals and raw materials, electrical and electronic consumer products, energy and property business ventures as well as in strategic planning and corporate management of business enterprises in Hong Kong and the People's Republic of China (the "PRC"). Mr. Suen is also an executive director and the chairman of New Island Development Holdings Limited (stock code: 377), a non-executive director of BEP International Holdings Limited (stock code: 2326) ("BEP International"), and was a non-executive director of Sunlink International Holdings Limited (stock code: 2336) until 3 June 2014. All of the above companies are listed in Hong Kong.

Save as disclosed above, Mr. Suen has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Suen is deemed to be interested in 1,015,700,000 Shares, representing approximately 29.68% of the total issued share capital of the Company in which 1,008,700,000 Shares were held by Global Wealthy and 7,000,000 Shares were directly beneficially owned by Mr. Suen.

Mr. Suen is a non-executive director and the controlling shareholder of BEP International (of which Mr. Sue Ka Lok ("Mr. Sue") (an Executive Director and the Chief Executive Officer of the Company) is an executive director). Mr. Suen is also the controlling shareholder of China Tycoon Beverage Holdings Limited (stock code: 209), a company listed in Hong Kong (of which Mr. Sue is a non-executive director and the chairman and Mr. Wong Kwok Tai (an Independent Non-executive Director of the Company) is an independent non-executive director).

Save as disclosed above, Mr. Suen does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is a service contract entered into between a subsidiary of the Company and Mr. Suen. According to the service contract, Mr. Suen is not appointed for any specific length or proposed length of service and his term of service shall continue unless terminated by either party by giving to the other three months' prior notice in writing. The directorship of Mr. Suen is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Suen is entitled to receive a director's remuneration of HK$2,106,000 per annum which has been approved by the Remuneration Committee of the Company (the "Remuneration Committee") based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Suen may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee having regard to Mr. Suen's and the Company's performance. The director's remuneration of Mr. Suen is subject to annual review by the Remuneration Committee. The director's remuneration of Mr. Suen for the year ended 31 March 2014 amounted to approximately HK$4,148,000.

Save as disclosed above, Mr. Suen has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Suen Yick Lun Philip ("Mr. Philip Suen"), *Executive Director and Company Secretary*

Mr. Philip Suen, aged 45, joined the Company as an Executive Director and the Company Secretary on 2 July 2014. Mr. Philip Suen is also a director of various members of the Group. Mr. Philip Suen is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the CPA Australia. He is also a member of The Hong Kong Institute of Directors. Mr. Philip Suen holds a Bachelor's degree in Accountancy from Queensland University of Technology and a Master's degree in Corporate Finance from The Hong Kong Polytechnic University. He has over 15 years of experience in corporate management and finance, accounting and company secretarial practice. Prior to joining the Company, he was responsible for accounting and finance matters for several listed companies. Mr. Philip Suen was formerly an executive director of Freeman Financial Corporation Limited (stock code: 279) from 2 September 2010 to 14 March 2011, and an executive director of Mascotte Holdings Limited (stock code: 136) from 1 April 2011 to 30 June 2014 and as its managing director and chief executive officer from 27 March 2014 to 30 June 2014. All of the above companies are listed in Hong Kong.

Save as disclosed above, Mr. Philip Suen has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Philip Suen does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Philip Suen does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract entered into between the Company and Mr. Philip Suen. The directorship of Mr. Philip Suen will be subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Philip Suen is entitled to receive a director's remuneration of HK$100,000 per month which is approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Philip Suen is subject to annual review by the Remuneration Committee.

Save as disclosed above, Mr. Philip Suen has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Lau King Hang ("Mr. Lau"), *Executive Director*

Mr. Lau King Hang ("Mr. Lau"), aged 43, joined the Company as an Executive Director on 26 August 2014. Mr. Lau graduated from National Taiwan University with a Bachelor's degree in Chemistry and received a Master's degree in Business Administration and a Master's degree in Financial Services from The Open University of Hong Kong. He is a member of The Hong Kong Institute of Directors and is a member of The Hong Kong Management Association and obtained the title of Professional Manager. Mr. Lau is currently a director of HEC Capital Limited (a company through its wholly-owned subsidiary holds approximately 9.19% of the issued share capital of the Company). He was also an executive director of Mascotte Holdings Limited (Stock Code: 136), a Hong Kong listed company, from June 2011 to March 2014. Mr. Lau has over 15 years of extensive management experience in sales and marketing in high technology and chemical industry, packaging and printing services, and food and beverage operations; and investments experience.

Save as disclosed above, Mr. Lau has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years.

As at the Latest Practicable Date, Mr. Lau does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lau does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract entered into between the Company and Mr. Lau. The directorship of Mr. Lau will be subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Lau is entitled to receive a director's remuneration of HK$50,000 per month which is approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Lau is subject to annual review by the Remuneration Committee.

Save as disclosed above, Mr. Lau has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Huang Zhencheng ("Mr. Huang"), *Independent Non-executive Director, Chairman of the Nomination Committee and member of the Audit Committee and the Remuneration Committee*

Mr. Huang, aged 61, joined the Company as an Independent Non-executive Director on 2 January 2014. Mr. Huang graduated from East China Normal University specialising in Chinese language & literature and completed a postgraduate degree at Research Institute of Yangtze River Development of East China Normal University specialising in regional economics. He also holds a Master of Business Administration degree from Asia International Open University (Macau) (now known as City University of Macau). Mr. Huang is also qualified as a senior economist in the PRC. Mr. Huang has extensive experience in the operation and management of retail business in the PRC. Mr. Huang was a director of Shanghai Friendship Group Incorporated Company (a company listed on the Shanghai Stock Exchange) from June 2010 to October 2011. He is currently an independent director of Bright Dairy & Food Co., Ltd. (a company listed on the Shanghai Stock Exchange).

Save as disclosed above, Mr. Huang has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Huang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Huang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is a letter of appointment entered into between the Company and Mr. Huang. According to the letter of appointment, Mr. Huang's term of service is fixed at a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Mr. Huang will be subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Huang is entitled to receive a director's fee of HK$120,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's fee of Mr. Huang is subject to annual review by the Remuneration Committee and the Board. The director's fee of Mr. Huang for the year ended 31 March 2014 amounted to HK$30,000 was calculated on a pro-rata basis from his date of appointment.

Save as disclosed above, Mr. Huang has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Weng Yixiang ("Mr. Weng"), *Independent Non-executive Director, Chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee*

Mr. Weng, aged 55, joined the Company as an Independent Non-executive Director in October 2007. Mr. Weng graduated from China Central Radio and TV University specialising in law and is also qualified as a senior economist in the PRC. He has over 20 years of experience in banking, investment and finance and had served as senior executive in government authorities and financial institutions in the PRC. Mr. Weng is the general manager of an investment management and consulting company in the PRC.

Mr. Weng has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Weng does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Weng does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is a letter of appointment entered into between the Company and Mr. Weng. According to the letter of appointment, Mr. Weng's term of service is fixed at a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Mr. Weng will be subject to retirement by rotation and re-election pursuant to the Bye-laws. The director's fee of Mr. Weng has been revised from HK$60,000 per annum to HK$120,000 per annum with effect from January 2014, which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's fee of Mr. Weng is subject to annual review by the Remuneration Committee and the Board. The director's fee of Mr. Weng for the year ended 31 March 2014 amounted to HK$75,000 was calculated on a pro-rata basis accordingly.

Save as disclosed above, Mr. Weng has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

POLY CAPITAL HOLDINGS LIMITED

保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

NOTICE IS HEREBY GIVEN that an annual general meeting of Poly Capital Holdings Limited (the "Company") will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 30 September 2014 at 9:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2014.

2. To re-elect the retiring directors of the Company and to authorise the Board of Directors of the Company to fix the directors' remuneration.

3. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.

ORDINARY RESOLUTIONS

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

(A) "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

* *For identification purpose only*

(c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined);

(ii) the exercise of options under a share option scheme of the Company;

(iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Bye-laws 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 purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

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

(B) "**THAT**:

(a) subject to paragraph (b) 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 its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which its shares of the Company may be listed and is recognised by Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases for this purpose, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% 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

(c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held."

(C) "**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution numbered 4(A) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of the shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."

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

   "**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company to be issued upon the exercise of options under the share option scheme adopted by the Company on 24 September 2012 (the "Share Option Scheme"), the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company 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 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 "Refreshed Limit") and that the directors of the Company be and are hereby unconditionally 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 Scheme up to the Refreshed 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."

SPECIAL RESOLUTIONS

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

   "**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda (the "Registrar of Companies") being obtained, the English name of the Company be and is hereby changed from "Poly Capital Holdings Limited" to "Mission Capital Holdings Limited" (the "Change of Company Name") with effect from the date of entry of the new English name on the register maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the Change of Company Name."

7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

   "**THAT** conditional upon (i) compliance by the Company with the requirements of Section 46(2) of the Companies Act 1981 of Bermuda (as amended) in respect of the Capital Reduction (as defined below), and (ii) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the ordinary shares of the Company with a nominal value of HK$0.01 each, and with effect from the next business day (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) following the date of the passing of this resolution (the "Effective Date"):

   i. the par value of each issued share of the Company of HK$0.10 (each, a "Share") be reduced from HK$0.10 to HK$0.01 by cancelling HK$0.09 on each issued Share (the "Capital Reduction") so as to form new shares of par value HK$0.01 each; and the credit arising from the Capital Reduction in the books of the Company be transferred to the contributed surplus account of the Company where it may be applied in accordance with the Bye-laws of the Company and all applicable laws, including to set-off the entire accumulated losses of the Company;

   ii. each of the unissued shares of HK$0.10 each in the authorised share capital of the Company be subdivided (the "Subdivision") into 10 new shares of HK$0.01 each (the "New Shares") and the New Shares in issue shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the Bye-laws of the Company; and

   iii. any one director of the Company be and is hereby authorised to do all such acts and things and execute all documents as he considers necessary, desirable or expedient to give effect to the Capital Reduction, the Subdivision and the transactions contemplated thereunder."

By Order of the Board
Poly Capital Holdings Limited
Sue Ka Lok
Chief Executive Officer

Hong Kong, 29 August 2014

Head Office and Principal Place of Business in Hong Kong:
Suite 1501, 15th Floor,
Great Eagle Centre,
23 Harbour Road,
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.

2. 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 an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. The instrument appointing a proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any 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 the other joint 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.

6. An explanatory statement containing further details regarding the resolution numbered 4(B) above is set out in Appendix I to this circular.