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If you are in any doubt about this circular, 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 abc Multiactive Limited (the “Company”), you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

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

The circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.

The notice convening the Annual General Meeting (the “AGM”) of the Company to be held at 23/F, On Hing Building, No.1 On Hing Terrace, Central, Hong Kong on Friday, 31st March 2017 at 10:30 a.m. is contained in this circular. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed with the 2016 annual report of the Company in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” pages for seven (7) days from the date of its posting and on the Company’s website at www.hklistco.com.

* For identification purposes only

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

LETTER FROM THE BOARD OF DIRECTORS

abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

Executive directors:

Mr. Joseph Chi Ho HUI (*Chairman*)

Ms. Clara Hiu Ling LAM

Independent non-executive directors:

Mr. Kwong Sang LIU

Mr. Edwin Kim Ho WONG

Mr. William Keith JACOBSEN

Registered Office:

Clarendon House

2 Church street

Hamilton HM 11

Bermuda

*Head Office and Principal Place
of Business:*

23/F, On Hing Building,

No.1 On Hing Terrace,

Central, Hong Kong

8th February 2017

To the shareholders of abc Multiactive Limited

Dear Sir or Madam,

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

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 granting of the Issue Mandate, the Repurchase Mandate, the re-election of Directors, and to give you notice of the AGM.

At the last AGM of the Company held on 31st March 2016, the Directors were granted a general mandate to allot and issue Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the forthcoming AGM.

* For identification purposes only

LETTER FROM THE BOARD OF DIRECTORS

GENERAL MANDATE TO ISSUE SHARES

A resolution will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and deal with new Shares up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution. In addition, subject to the Shareholders' approval at the AGM, the number of Shares purchased by the Company under the Repurchase Mandate will also be added to the total number of Shares which may be allotted and issued under the general mandate as mentioned above.

As at 8th February 2017, ("the Latest Practicable Date"), the total issued share capital of the Company comprised 240,886,450 Shares. Subject to the passing of the relevant ordinary resolution to approve the general mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Share Issue Mandate to allot a maximum of 48,177,290 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

A resolution will be proposed at the AGM to grant a general mandate to the Directors to exercise the powers of the Company to repurchase on the Stock Exchange on which the Shares may be listed up to 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total issued share capital of the Company comprised 240,886,450 Shares. Subject to the passing of the relevant ordinary resolution to approve the general mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to purchase a maximum of 24,088,645 Shares on the market.

The Growth Enterprise Market ("GEM") Listing Rules contain provisions to regulate the repurchase by companies with a primary listing on the GEM of their own shares. In compliance with Rules 13.08 and 13.09 of the GEM Listing Rules, an explanatory statement is set out in the Appendix to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate.

The Share Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next AGM of the Company or until revoked or varied by ordinary resolution of the Shareholders in a general meeting prior to the next AGM of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-laws 87 of the Company's Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three(3), the number nearest to but not less than one-third) shall retire from office by rotation. Ms. Clara Hiu Ling LAM and Mr. Kwong Sang LIU will retire by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD OF DIRECTORS

Mr. Kwong Sang Liu has served as an Independent Non-executive Director of the Company for more than 9 years as at the Latest Practicable Date. During his years of appointment, Mr. Liu has demonstrated his ability to provide an independent view to the Company's matters. Notwithstanding his years of service as an independent Non-executive Director of the Company, the Board is of the view that Mr. Liu is able to continue to fulfill his roles as required and meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rule. Mr. Kwong Sang Liu is being eligible and recommended for further appointment subject to a separate resolution to be approved by shareholders at the AGM.

The 3-year term Independent Non-executive Director's service contract for Mr. Edwin Kim Ho Wong will expire in August 2017, the renewal of the service contract is subject to the approval of the Nomination Committee. Upon expiration of the current service contract, Mr. Edwin Kim Ho Wong will serve as an Independent Non-executive Director of the Company for 9 years. During his years of appointment, Mr. Wong has demonstrated his ability to provide an independent view to the Company's matters. The Board is of the view that Mr. Wong is able to continue to fulfill his roles as required and meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rule. Mr. Kim Ho Wong is being eligible and recommended for entering into another 3-year term service contract subject to shareholders' approval at the AGM.

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

ANNUAL GENERAL MEETING

The notice convening the AGM for the year ended 30th November 2016 to be held at 23/F, On Hing Building, No.1 On Hing Terrace, Central, Hong Kong, on Friday, 31st March 2017 at 10:30 a.m. is set out on pages 12 to 15 of this circular.

A proxy form for use at AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person. You are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the AGM shall be voted by poll.

An announcement on the poll results will be made by the Company after the AGM.

LETTER FROM THE BOARD OF DIRECTORS

RECOMMENDATION

The Directors consider that the Repurchase Proposal (as defined in the Appendix), the granting and the extension of the general mandate to issue new Shares and the re-election of retiring Directors, are in the best interests of the Company and its shareholders and, accordingly, recommend that all shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board of Directors
Joseph Chi Ho HUI
Chairman

The following is the explanatory statement given to all shareholders which is required by Rule 13.08 of the GEM Listing Rules in connection with the proposed general Repurchase Mandate.

(i) GEM Listing Rules

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their fully-paid shares subject to certain restrictions.

(ii) Share Capital

As at the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), the issued share capital of the Company comprised 240,886,450 Shares.

Subject to the passing of the Repurchase Mandate, the Company would be allowed under the Repurchase Proposal to repurchase Shares up to a maximum of 24,088,645 Shares on the basis that no further Shares will be issued prior to the date of the AGM.

(iii) The Repurchase Proposal

The resolution set out in Resolution 5 in the notice convening the AGM which will be proposed at the AGM relates to the granting of a general and unconditional mandate (the “Repurchase Mandate”) to the Directors to repurchase, on GEM or any other stock exchange on which the Shares may be listed and recognised by the Commission and the Exchange under the Code on Share Buy-backs, Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing the resolution (the “Repurchase Proposal”). Exercise in full of the Repurchase Mandate, on the basis of 240,886,450 shares in issue as at the Latest Practicable Date, would result in 24,088,645 shares (representing 10% of the total issued share capital of the Company).

The Repurchase Mandate would continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held or the Repurchase Mandate is revoked or varied by an ordinary resolution in a general meeting by the shareholders of the Company, whichever is the earliest.

(iv) Reasons for Repurchase

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

(v) Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and Bye-laws of the Company, the GEM listing Rules and the applicable laws of Bermuda.

The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of those funds legally permitted to be utilised in this connection, including capital paid up on the relevant Shares, or out of funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company otherwise available for dividend or distribution or out of the share premium account of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the 2016 Annual Report in the event that the Repurchase Mandate were to be exercised in full at any time during the relevant period. However, 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(vi) Share Prices

The highest and lowest prices at which the Shares have been traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest HK\$	Lowest HK\$
2016		
February	0.580	0.490
March	0.570	0.400
April	0.500	0.395
May	0.480	0.390
June	0.500	0.410
July	0.500	0.405
August	0.540	0.425
September	0.540	0.440
October	0.510	0.460
November	0.485	0.430
December	0.475	0.425
2017		
January	0.475	0.440
February (up to the Latest Practicable Date)	0.600	0.420

(vii) Substantial Shareholders

As at the Latest Practicable Date, the interests of substantial shareholders of the Company were as follows:

Name	Capacity	Nature of interest	Number of ordinary shares	Percentage of issued share capital
Maximizer International Limited	Beneficial owner	Corporate	140,992,968	58.53%
Pacific East Limited	Beneficial owner	Corporate	13,160,673	5.46%
DGM Trust Corporation (Note)	Trustee	Corporate	154,153,641	63.99%

Note:

DGM Trust Corporation is the trustee of The City Place Trust which owns Maximizer International Limited, which holds 58.53% interest in the Company and wholly owns Pacific East Limited, which holds 5.46% interest in the Company. The City Place Trust is a discretionary trust and its beneficiaries include certain family members of Mr. Kau Mo Hui, but does not include Mr. Joseph Chi Ho Hui or Ms. Clara Hiu Ling Lam or any of their respective spouse or minor child. Mr. Kau Mo Hui is the father of Mr. Joseph Chi Ho Hui, an executive director of the Company and Mr. Samson Chi Yang Hui, the chief executive officer of the Company. Mr. Kau Mo Hui is also the father-in-law of Ms. Clara Hiu Ling Lam, an executive director of the Company.

(viii) Undertaking

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the shareholders of the Company.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.
- (c) No core connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, if the Repurchase Mandate is exercised.

(ix) Takeovers Code

If on 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 Rule 32 of Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of its Shares, if the Repurchase Mandate were exercised in full, the percentage shareholdings of the substantial shareholders before and after such repurchase would be as follows:

Substantial Shareholders	Before repurchase	After repurchase
Maximizer International Limited	58.53%	65.03%
Pacific East Limited	5.46%	6.07%
DGM Trust Corporation	63.99%	71.10%

On the basis of the shareholdings held by the substantial Shareholders named above, an exercise of the Repurchase Mandate in full will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will result in less than relevant prescribed minimum percentage of the shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

(x) Shares Purchase Made by the Company

The Company had not purchased any Shares (whether on the GEM or otherwise) in the previous six months prior to the Latest Practicable Date.

DETAILS OF RETIRING DIRECTORS

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

Ms. Clara Hiu Ling LAM, aged 45, was appointed as an executive director of the Company in July 2011. She graduated with a Bachelor's Degree in Economics from the Faculty of Arts of Simon Fraser University, British Columbia in 1994. She is the legal representative of two subsidiaries of the Company in China. Ms. Lam is currently the director of One Champion Group Limited, a private company owned by Ms. Lam to provide professional consultancy service for purchasing overseas property. Ms. Lam has solid management experience gained from a well known Hong Kong financial systems services provider and related businesses for more than 10 years.

Ms. Lam is the spouse of Mr. Samson Chi Yang Hui, the chief executive officer of the Company and the sister-in-law of Mr. Joseph Chi Ho Hui, the Chairman and executive director of the Company. Ms. Lam did not hold any directorship in any other public companies of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, Ms. Lam does not has any relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Ms. Lam does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Ms. Lam has not entered into a service agreement with the Company. She is entitled to a monthly service fee in the aggregate of HK\$4,000 as the legal representative of two subsidiaries of the Company established in China. Ms. Lam is not entitled to any director's emoluments in the Company. Ms. Lam is subject to retirement by rotation at least once every three years in accordance with the Company's By-laws 87 and is eligible to offer herself for re-election as director in the AGM.

Saved as disclosed above, there is no other information relating to Ms. Lam that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter concerning Ms. Lam that needs to be brought to the attention of the Shareholders pursuant to rule 17.50(2)(w) of the GEM Listing Rules.

Mr. Kwong Sang LIU, aged 54, joined the Company in September 2004 as an Independent Non-executive Director for more than 12 years. He is also a member of the Audit Committee, the Internal Controls Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Liu has been practising as a certified public accountant in Hong Kong with more than 25 years of experience. He graduated with honours from the Hong Kong Polytechnic University with a bachelor degree in Accountancy and obtained the Master in Business Administration degree from the University of Lincoln, the United Kingdom. He is a fellow member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Institute of Financial Accountants, the United Kingdom and a fellow member of the Institute of Public Accountants, Australia. Mr. Liu is also a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong, a Certified Tax Adviser and a fellow member of the Society of Registered Financial Planners.

Mr. Liu acts as an Independent Non-executive Director of China National Culture Group Limited with stock code 745 and of Polytec Asset Holdings Limited with stock code 208 whose securities are listed on the main board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. Liu was previously an Independent Non-executive Director of Evershine Group Holdings Limited with stock code 8022 whose securities are listed on the Growth Enterprise Market of the Stock Exchange, and of Dragonite International Limited with stock code 329 whose securities are listed on the main board of the Stock Exchange, and of Pacific CMA, Inc. whose securities were previously listed on the American Stock Exchange. Saved as disclosed above, Mr. Liu does not hold any other positions with the Company or its subsidiaries, nor did he hold any other directorships in other listed public companies in the past three years.

Mr. Liu does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Liu does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Liu was appointed by way of service contract with an initial term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company’s Bye-laws 87 and is eligible to offer himself for re-election as director in the AGM. Mr. Liu is entitled to HK\$20,000 per annum as director’s remuneration as determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation and to be authorized by the shareholders of the Company at the AGM.

Saved as disclosed above, there is no other information relating to Mr. Liu that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter concerning Mr. Liu that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

Mr. Edwin Kim Ho WONG, aged 43, joined the Company in August 2008 as an independent non-executive director. He is also a member of the Audit Committee, the Internal Controls Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Wong graduated in Major of Economics from York University, Toronto. He is currently the founder and the managing director of a regional apparel trading and distributing company. Mr. Wong has solid management experience gained from one of a well known Hong Kong textile company specialized in OEM export textile industry and related business more than 16 years.

Mr. Wong does not hold any other positions with the Company or its subsidiaries, nor did he hold any other directorships in other listed public companies in the past three years. Save as described above, Mr. Wong does not have any relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Wong does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Wong was appointed by way of service contract with an initial term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company's Bye-laws 87 and is eligible offer himself for re-election as director in the AGM. Mr. Wong is entitled to HK\$20,000 per annum as director's remuneration as determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and to be authorized by the shareholders of the Company at the AGM.

Saved as disclosed herein, there is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there is no other matter concerning Mr. Wong that needs to be brought to the attention of the Shareholders pursuant to rule 17.50(2)(w) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

abcmultiactive
abc Multiactive Limited
辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 8131)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of abc Multiactive Limited (the “Company”) will be held at 23/F, On Hing Building, No.1 On Hing Terrace, Central, Hong Kong on 31st March 2017, Friday, at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 30th November 2016;
2. To re-elect retiring directors and authorise the board of directors to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

4. **“THAT**

- (i) subject to paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company 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 (including bonds, warrants and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, or (c) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 the Company Act 1981 of Bermuda (amended) or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or 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).”

5. **“THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the capital of the Company on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) 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 the Company Act 1981 of Bermuda (as amended) or any applicable laws to be held; and
 - (c) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution in general meeting.”
6. “**THAT** conditional upon ordinary resolutions nos. 4 and 5 above being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in ordinary resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to ordinary resolution no. 4 above.”
7. To transact any other ordinary business of the Company.

By Order of the Board
Cheung Siu Leong
Company Secretary

Hong Kong, 8th February 2017

Head Office and Principal Place of Business:

23/F, On Hing Building,
No.1 On Hing Terrace,
Central, Hong Kong

Registered Office:

Clarendon House
2 Church street
Hamilton HM 11
Bermuda

As at the date of this circular, the Board comprises the following directors:

Mr. Joseph Chi Ho HUI (*Executive Director and Chairman*)
Ms. Clara Hiu Ling LAM (*Executive Director*)
Mr. Kwong Sang LIU (*Independent Non-executive Director*)
Mr. Edwin Kim Ho WONG (*Independent Non-executive Director*)
Mr. William Keith JACOBSEN (*Independent Non-executive Director*)

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) An explanatory statement containing further details regarding ordinary resolutions no. 4 to 6 as required by the Rules Governing the Listing of Securities on GEM will be dispatched to the members of the Company together with the annual report of the Company for the year ended 30th November 2016.