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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**SINOMAX**

**Sinomax Group Limited**

**盛諾集團有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1418)**

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

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A notice convening the annual general meeting of the Company to be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Friday, 10 June 2016 at 10:00 a.m. is set out on pages 18 to 22 of this circular.

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

28 April 2016

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	5
1. INTRODUCTION .....	5
2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS .....	6
3. FINAL DIVIDEND .....	6
4. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND EXTENSION MANDATE .....	6
5. RE-ELECTION OF RETIRING DIRECTORS .....	7
6. RE-APPOINTMENT OF AUDITOR .....	8
7. ANNUAL GENERAL MEETING .....	8
8. RECOMMENDATION .....	9
9. GENERAL INFORMATION .....	9
<b>APPENDIX I — EXPLANATORY STATEMENT ON THE         REPURCHASE MANDATE</b> .....	10
<b>APPENDIX II — BIOGRAPHICAL DETAILS OF THE DIRECTORS         PROPOSED TO BE RE-ELECTED AT THE ANNUAL         GENERAL MEETING</b> .....	14
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	18

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Friday, 10 June 2016 at 10:00 a.m. or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the AGM Notice
“AGM Notice”	the notice convening the AGM set out on pages 18 to 22 of this circular
“Articles”	the articles of association of the Company (as amended from time to time)
“Ascension”	Ascension International Development Limited (高晉國際發展有限公司), formerly known as Ascension International Limited (高升國際有限公司), a company incorporated in the BVI on 23 November 2004 and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sinomax Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and currently comprises Sinomax Enterprises, Mr. Lam Chi Fan, Mr. Cheung Tung, Mr. Chen Feng and Ms. Cheung Shui Ying
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate
“Fullelite”	Fullelite Limited (傑豐有限公司), a company incorporated in the BVI on 12 May 2005 and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	21 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	10 July 2014, being the date from which the Shares have been listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company (as amended from time to time)
“Orangefield”	Orangefield Trustees (BVI) Limited, a company incorporated in the British Virgin Islands on 6 April 2010, a professional trustee authorised to provide trustee services pursuant to a licence issued by BVI Financial Services Commission on 29 May 2013
“PRC”	the People’s Republic of China
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted by the Company on 13 December 2013

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Sinohome Shenzhen”	Sinohome Household Products (Shenzhen) Limited* (賽諾家居用品(深圳)有限公司), a company established in the PRC on 10 December 2005 as a wholly foreign-owned enterprise, an indirect wholly-owned subsidiary of the Company
“Sinomax Enterprises”	Sinomax Enterprises Limited (聖諾盟企業有限公司), a company incorporated in the British Virgin Islands on 26 July 2004, and one of the Controlling Shareholders
“Sinomax Health”	Sinomax Health & Household Products Limited (聖諾盟健康家居用品有限公司), a company incorporated in Hong Kong on 30 June 2003 and an indirect wholly-owned subsidiary of the Company
“Sinomax Investment”	Sinomax International Investment Limited (聖諾盟國際投資有限公司*), a company incorporated in the British Virgin Islands on 18 December 2003 and an indirect wholly-owned subsidiary of the Company
“Sinomax Kuka”	Sinomax Kuka (Zhejiang) Foam Co. Limited* (浙江聖諾盟顧家海綿有限公司), a company established in the PRC on 29 December 2005 as a wholly foreign-owned enterprise and subsequently transformed into a Sino-foreign joint venture, which is owned as to 60% by Trade Sincere and as to 40% by Gu Jia Household Co., Limited* (顧家家居股份有限公司)

\* English translated name is for identification purpose only

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## DEFINITIONS

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“Sinomax Macao”	Sinomax Macao Commercial Offshore Limited, (also known as Sinomax Commercial Offshore de Macau Limitada) (聖諾盟澳門離岸商業服務有限公司), a company incorporated in the Macau Special Administrative Region of the PRC on 6 October 2004 and an indirect wholly-owned subsidiary of the Company
“Sinomax Trading”	Sinomax International Trading Limited (聖諾盟國際貿易有限公司), a company incorporated in Hong Kong on 15 September 2011 and an indirect wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Trade Sincere”	Trade Sincere Limited (貿誠有限公司*), a company incorporated in the British Virgin Islands on 12 May 2005, which is owned as to 85% by Treasure Range and as to 15% by QIAN Hong Xiang, a director of certain subsidiaries of the Company and a core connected person of the Company
“Treasure Range”	Treasure Range Holdings Limited, a company incorporated in Hong Kong on 21 May 2013 and a direct wholly-owned subsidiary of the Company
“US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Wonderful Health”	Wonderful Health Limited, a company incorporated in the British Virgin Islands on 8 April 2005 and an indirect wholly-owned subsidiary of the Company
“Year Prosper”	Year Prosper Limited (盛年有限公司*), a company incorporated in the British Virgin Islands on 6 February 2004 and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

\* Chinese translated name is for identification purpose only

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LETTER FROM THE BOARD

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**SINOMAX**  
**Sinomax Group Limited**  
**盛諾集團有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1418)**

*Executive Directors:*

Mr. Lam Chi Fan (*Chairman of the Board*)  
Mr. Cheung Tung (*President*)  
Mr. Chen Feng  
Mr. Lam Kam Cheung  
*(Chief Financial Officer and Company Secretary)*  
Ms. Lam Fei Man

*Independent non-executive Directors:*

Mr. Wong Chi Keung  
Professor Lam Sing Kwong, Simon  
Mr. Fan Chun Wah, Andrew  
Mr. Zhang Hwo Jie  
Mr. Wu Tak Lung

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Units 2005–2007  
Level 20 Tower 1  
MegaBox Enterprise Square Five  
38 Wang Chiu Road  
Kowloon Bay  
Hong Kong

28 April 2016

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposals for (i) granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) re-election of the retiring Directors at the AGM; and to give you notice of the AGM.

At the AGM, resolutions relating to the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, re-election of the retiring Directors and certain other resolutions as ordinary business of the AGM will be proposed.

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## LETTER FROM THE BOARD

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### **2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS**

The annual report of the Company for the year ended 31 December 2015 incorporating the audited consolidated financial statements of the Company for the year ended 31 December 2015 and the reports of the Directors and the auditors will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

### **3. FINAL DIVIDEND**

The Board has proposed the payment of a final dividend of HK2.5 cents per Share. The proposed final dividend is subject to the approval by the Shareholders at the AGM. If the resolution for the proposed final dividend is passed at the AGM, the proposed final dividend will be paid on Tuesday, 5 July 2016.

Following the approval of the proposed final dividend at the AGM, the register of members of the Company will be closed from Monday, 20 June 2016 to Wednesday, 22 June 2016, both days inclusive, during which period, no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 June 2016.

### **4. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND EXTENSION MANDATE**

#### **Issue Mandate**

At the AGM, an ordinary resolution will be proposed to the Shareholders to grant to the Directors the Issue Mandate to allot, issue or deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution at the AGM.

As at the Latest Practicable Date, a total of 1,750,002,000 Shares were in issue. Subject to the passing of the relevant resolution granting the Issue Mandate and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 350,000,400 Shares.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase, on the Stock Exchange or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution at the AGM.



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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, a total of 1,750,002,000 Shares were in issue. Subject to the passing of the relevant resolution granting the Repurchase Mandate and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 175,000,200 Shares.

### **Extension Mandate**

In addition, an ordinary resolution will be proposed at the AGM that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Articles or any applicable laws of Cayman Islands to hold its next annual general meeting; or (c) the date on which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in general meeting of the Company.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options that have been or may be granted under the share option schemes of the Company.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **5. RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 16.18 of the Articles, at every AGM one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Ms. Lam Fei Mei, Mr. Wong Chi Keung, Professor Lam Sing Kwong, Simon and Mr. Fan Chun Wah, Andrew will retire as Director by rotation and, being eligible, offers herself/himself for re-election as Director at the AGM. The biographical details of each of the retiring Directors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 6. RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Company) proposed that, subject to the auditor's re-appointment being approved by the Shareholders at the AGM, Deloitte Touche Tohmatsu be re-appointed as the auditor of the Company for the year ending 31 December 2016.

### 7. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 18 to 22 of this circular. At the AGM, resolutions will be proposed to approve, amongst other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors and the declaration of the final dividend for the year ended 31 December 2015.

The register of members of the Company will be closed from Tuesday, 7 June 2016 to Friday, 10 June 2016, both days inclusive, during which period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 June 2016.

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

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she/it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her/its Shares to a third party, either generally or on a case-by-case basis.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the AGM Notice.

### 9. GENERAL INFORMATION

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

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Sinomax Group Limited**  
**Lam Chi Fan**  
*Chairman*

*This Appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all information reasonably necessary which enables them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate.*

## **1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,750,002,000 Shares in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased on or prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 175,000,200 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR THE REPURCHASE**

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 the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

## **4. FUNDING OF REPURCHASES**

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the laws of the Cayman Islands, any repurchases of Shares by the Company may be made out of its profits, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of

capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

## 5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate is exercised in full, it might have a material adverse impact on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2015, being the date on which its latest published audited financial statements were made up. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse impact on the working capital and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2015	1.05	0.79
May 2015	1.50	0.94
June 2015	1.21	1.02
July 2015	1.16	0.83
August 2015	1.25	0.85
September 2015	1.00	0.85
October 2015	1.03	0.83
November 2015	0.93	0.83
December 2015	0.85	0.76
January 2016	0.80	0.65
February 2016	0.90	0.68
March 2016	0.95	0.75
April 2016 (up to the Latest Practicable Date)	0.90	0.78

## 7. 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 pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the laws of the Cayman Islands.

## 8. DIRECTORS, THE CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates have a present intention to sell any Shares to the Company. No core connected person of the Company has notified the Company that they have a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the AGM.

## 9. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning the Takeovers Code) depending on the level of increase in the Shareholder's 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.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, the following persons were interested in 5% or more of the then issued share capital of the Company:

Name	Nature of interest	Number of Shares/ underlying Shares <sup>(1)</sup>	Approximate percentage of shareholding as at the Latest Practicable Date <sup>(2)</sup>	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Lam Chi Fan	Founder of a discretionary trust	1,069,738,000 (L) <sup>(3)</sup>	61.13%	67.92%
	Beneficial owner	6,650,000 (L) <sup>(4)</sup>	0.38%	0.42%
Sinomax Enterprises <sup>(5)</sup>	Beneficial owner	1,069,738,000 (L)	61.13%	67.92%
Chi Fan Holding Limited	Interest of a controlled corporation	1,069,738,000 (L)	61.13% <sup>(6)</sup>	67.92%
Orangefield <sup>(7)</sup>	Trustee of various trusts	1,069,738,000 (L)	61.13%	67.92%
Li Ching Hau	Interest of spouse	1,076,388,000 (L)	61.51% <sup>(8)</sup>	68.34%
Kong Xian Xing	Beneficial owner	127,640,000 (L)	7.29% <sup>(9)</sup>	8.10%
	Interest of spouse	6,556,000 (L)	0.37%	0.42%
Ge Li Ping	Beneficial owner	6,556,000 (L)	0.37% <sup>(10)</sup>	0.42%
	Interest of spouse	127,640,000 (L)	7.29%	8.10%

Notes:

- The letter "L" denotes long position.

2. The calculation is based on the total number of 1,750,002,000 Shares in issue as at the Latest Practicable Date.
3. These Shares belong to Sinomax Enterprises. Sinomax Enterprises is legally and beneficially owned as to 50% by Chi Fan Holding Limited and as to 50% by The Frankie Trust. The Frankie Trust is a discretionary family trust established by Lam Chi Fan as settlor and Orangefield acting as the trustee. The beneficiaries of The Frankie Trust are Lam Chi Fan and his family members.
4. Lam Chi Fan, an executive Director, has been granted share options to subscribe for 6,650,000 Shares under the Pre-IPO Share Option Scheme, all of which are still outstanding.
5. Sinomax Enterprises is legally owned as to 50%, 16.67%, 16.67% and 16.67% by Chi Fan Holding Limited, Wing Yiu Investments Limited, The James' Family Holding Limited and Venture Win Holdings Limited, respectively, and beneficially owned in the same proportion by The Frankie Trust, The Cheung's Family Trust, The James' Family Trust and The Feng Chen's Family Trust, respectively.
6. These Shares belong to Sinomax Enterprises, which is legally owned as to 50% by Chi Fan Holding Limited.
7. Orangefield acts as the trustee of The Frankie Trust, The James' Family Trust, The Cheung's Family Trust and The Feng Chen's Family Trust. The beneficiaries of The Frankie Trust are Lam Chi Fan and his family members. The beneficiaries of The Cheung's Family Trust are Cheung Tung and his family members. The beneficiaries of The James' Family Trust are Cheung Shui Ying and her family members. The beneficiaries of The Feng Chen's Family Trust are Chen Feng and his family members.
8. These interests belong to Lam Chi Fan, the spouse of Li Ching Hau. Under the SFO, Li Ching Hau is deemed to be interested in the same number of Shares in which Lam Chi Fan is interested.
9. These Shares belong to Ge Li Ping, the spouse of Kong Xian Xing. Under the SFO, Kong Xian Xing is deemed to be interested in the same number of Shares in which Ge Li Ping is interested.
10. These Shares belong to Kong Xian Xing, the spouse of Ge Li Ping. Under the SFO, Ge Li Ping is deemed to be interested in the same number of Shares in which Kong Xian Xing is interested.

In the event that the Directors exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column of the table above (assuming that the number of Shares then held by each of such Shareholders and the then number of total Shares then in issue remain the same). The Directors are not aware of such increases would give rise to an obligation to, or any other Shareholder or group of Shareholders acting in concert may become obliged to, make a mandatory offer under the Takeovers Codes if the Repurchase Mandate is to be exercised in full.

The Listing Rules prohibit a company from making repurchases 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 total number of issued shares would be in public hands. The Directors have present no intention to exercise the Repurchase Mandate to an extent that the aggregate number of the shares in public less than such prescribed minimum percentage.

## **10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

**PARTICULARS OF DIRECTORS FOR RE-ELECTION**

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

**1. Ms. LAM Fei Man (林斐雯小姐) — executive Director**

**Ms. Lam Fei Man**, aged 41, is an executive Director. Ms. Lam was responsible for the Group's purchasing operations. Ms. Lam joined the Group on 19 January 2000 and served as the assistant administration manager of Sinomax (Holding) Group Limited, a predecessor company of Sinomax Enterprises, until January 2003. From June 2003 to January 2006, Ms. Lam worked as a merchandiser for Capital 88 Incorporation Limited, a company incorporated in Hong Kong engaged in general trading. Ms. Lam rejoined the Group in February 2006 as purchasing manager. She was appointed to the Board in June 2012. Ms. Lam has over 15 years' experience in purchasing and logistics. Ms. Lam holds a bachelor's degree in commerce jointly issued by the University of Canberra and the Hong Kong Baptist University.

Ms. Lam is also a director of the certain subsidiaries of the Group: Treasure Range, Wonderful Health, Year Prosper, Fullelite, Ascension, Trade Sincere, Sinomax Health, Sinomax Trading, Sinomax Investment, Sinomax Macao, Sinomax Kuka and Sinohome Shenzhen.

Ms. Lam is a cousin of Mr. Lam Chi Fan, the Chairman of the Board and an executive Director, the daughter of a cousin of Mr. Chen Feng, an executive Director; and the aunt of Mr. Cheung Tung, the President and an executive Director.

As at the Latest Practicable Date, Ms. Lam had personal interests in share options granted by the Company to subscribe for 2,150,000 Shares (within the meaning of Part XV of the SFO).

Ms. Lam has entered into a service agreement with the Company pursuant to which she agreed to act as an executive Director for a fixed term of three years commencing on the Listing Date. She is entitled to a basic annual salary of HK\$1,023,750 and a discretionary management bonus to be decided by the Board and approved by the remuneration committee of the Company. The emoluments of Ms. Lam is determined with reference to her experience, duties and responsibilities within the Group and the prevailing market conditions.



**2. Mr. Wong Chi Keung (王志強先生) — independent non-executive director**

**Mr. Wong Chi Keung**, aged 49, is an independent non-executive Director and was appointed to the Board on 4 March 2014. Mr. Wong is also a chairman of the audit committee and corporate governance committee and a member of the nomination committee of the Company. Mr. Wong is currently an executive director and the chief financial officer of Win Hanverky Holdings Limited (stock code: 3322), a listed public company in Hong Kong. He was previously the chief financial officer of Besunyen Holdings Company Limited (stock code: 0926) from September 2011 to September 2013 and China Dongxiang (Group) Co., Ltd. (stock code: 3818) from May 2007 to April 2010, all of which are listed public companies in Hong Kong. Between June 2002 and June 2006, Mr. Wong was a senior finance manager of China Netcom Group Corporation (Hong Kong) Limited (a company previously listed in Hong Kong (former stock code: 0906) which subsequently merged with China Unicom (Hong Kong) Limited (stock code: 0762), a listed public company in Hong Kong). Between July 1989 and December 1999, Mr. Wong was employed by PricewaterhouseCoopers, an international public accounting firm, in Hong Kong and was an audit manager. Mr. Wong holds a bachelor's degree in business administration from the Chinese University of Hong Kong and a master's degree in business administration from the Australian Graduate School of Management, jointly issued by the University of New South Wales and the University of Sydney. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing on the Listing Date, which may be terminated by either party giving the other not less than three months' prior written notice. Pursuant to such service contract, Mr. Wong is entitled to an annual director's fees of HK\$240,000.

**3. Professor Lam Sing Kwong, Simon (林誠光教授) — independent non-executive director**

**Professor Lam Sing Kwong, Simon**, aged 57, is an independent non-executive Director and was appointed to the Board on 4 March 2014. Professor Lam is also the chairman of the remuneration committee and a member of the audit committee, the nomination committee and the corporate governance committee of the Company. Professor Lam joined the University of Hong Kong as full-time teaching staff in September 1989 and is currently the Professor of Management at the Faculty of Business and Economics at the University of Hong Kong. He has published a number of academic papers and case analysis on topics such as corporate strategies, organisation development and operations management. Professor Lam is an independent non-executive director of Overseas Chinese Town (Asia) Holdings Limited (stock code: 3366), Beijing Enterprises Clean Energy Group Limited (formerly known as Jin Cai Holdings Limited (stock code: 1250)), Chun Sing Engineering Holdings Limited (stock code: 2277), King Force Security Holdings Limited (stock code: 8315), Glory Flame Holdings Limited (stock code: 8059) and Kwan On Holdings Limited (stock code: 8305), all of which are listed public companies in

Hong Kong. Prior to joining the University of Hong Kong, Professor Lam was a regional support manager of Canadian Imperial Bank of Commerce from 1987 to 1989. Professor Lam holds a doctorate degree in commerce from the Australian National University.

Professor Lam has entered into a service agreement with the Company for a term of three years commencing on the Listing Date, which may be terminated by either party giving the other not less than three months' prior written notice. Pursuant to such service contract, Professor Lam is entitled to an annual director's fees of HK\$240,000.

**4. Mr. Fan Chun Wah, Andrew (范駿華先生) — independent non-executive director**

**Mr. Fan Chun Wah Andrew**, aged 37, is an independent non-executive Director and was appointed to the board on 4 March 2014. Mr. Fan is also a member of the audit committee, the corporate governance committee and the remuneration committee of the Company. Mr. Fan is currently a managing director of C.W. Fan & Co. Limited. He is currently an independent non-executive director of Chuang's China Investments Limited (stock code: 0298), LT Commercial Real Estate Limited (formerly known as LT Holdings Limited) (stock code: 0112), Fulum Group Holdings Limited (stock code: 1443), Culturecom Holdings Limited (stock code: 343), Hong Kong Resources Holdings Company Limited (stock code: 2882) and On Real International Holdings Limited (stock code: 8245), all of which are listed public companies in Hong Kong. In the last three years, Mr. Fan had been an independent non-executive director of CIG Yangtze Ports PLC (stock code: 8233) from February 2009 to March 2014 and Milan Station Holdings Limited from March 2013 to July 2015 (stock code: 1150), all of which are listed public companies in Hong Kong. Mr. Fan was appointed as the chairman of the 23rd council of Hong Kong United Youth Association on 1 July 2015. He was also a committee member of the 10th and 11th Chinese People's Political Consultative Conference Zhejiang Province Committee\* (中國人民政治協商會議浙江省第十屆及第十一屆委員會), the 4th and 5th Chinese People's Political Consultative Conference of Shenzhen Committee\* (中國人民政治協商會議第四屆及第五屆深圳市委員會) and the vice chairman of Zhejiang Province United Young Association. Mr. Fan holds a bachelor's degree in business administration in accounting and finance from the University of Hong Kong and a bachelor's degree in laws from the University of London. Mr. Fan is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Fan has entered into a service agreement with the Company for a term of three years commencing on the Listing Date, which may be terminated by either party giving the other not less than three months' prior written notice. Pursuant to such service contract, Mr. Fan is entitled to an annual director's fees of HK\$240,000.

\* English translated name is for identification purpose only

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**APPENDIX II            BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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**GENERAL**

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Board, the Directors confirmed that each of Ms. Lam Fei Man, Mr. Wong Chi Keung, Professor Lam Sing Kwong, Simon and Mr. Fan Chun Wah, Andrew:

- (a) did not hold any directorship in other listed public companies in the last three years;
- (b) did not hold any other positions with the Company or any member of the Group;
- (c) was not connected and did not have any relationship with any Director, senior management, substantial shareholder or Controlling Shareholder; and
- (d) had no interests in the Shares which are required to be disclosed under Part XV of the SFO.

Save as disclosed herein, the Board is not aware of any other matters which need to be brought to the attention of the Shareholders or any other information which is required to be disclosed under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**SINOMAX**

**Sinomax Group Limited**

**盛諾集團有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1418)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Sinomax Group Limited (the “**Company**”) will be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Friday, 10 June 2016 at 10:00 a.m., to consider and, if thought fit, to pass the following resolutions, each as an ordinary resolution:

### ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2015.
2. To approve and declare a final dividend of HK2.5 cents per share of the Company for the year ended 31 December 2015.
3.
  - (a) To consider the re-election of Ms. Lam Fei Man as an executive Director.
  - (b) To consider the re-election of Mr. Wong Chi Keung as an independent non-executive Director.
  - (c) To consider the re-election of Professor Lam Sing Kwong, Simon as an independent non-executive Director.
  - (d) To consider the re-election of Mr. Fan Chun Wah, Andrew as an independent non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. To consider the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each a “**Share**”) of HK\$0.1 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under the share option schemes or similar arrangement adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
    - (aa) 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 the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution); and
- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap 22 (Law

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## NOTICE OF ANNUAL GENERAL MEETING

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3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period 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 the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
    - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued Shares pursuant to resolution numbered 6 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 7 above.”

Yours faithfully,  
For and on behalf of the Board  
**Sinomax Group Limited**  
**Lam Chi Fan**  
*Chairman*

Hong Kong, 28 April 2016

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date of this notice, the directors of the Company are as follows:*

*Executive Directors:*

Mr. Lam Chi Fan (*Chairman of the Board*)  
Mr. Cheung Tung (*President*)  
Mr. Chen Feng  
Mr. Lam Kam Cheung (*Chief Financial Officer and Company Secretary*)  
Ms. Lam Fei Man

*Independent non-executive Directors:*

Mr. Wong Chi Keung  
Professor Lam Sing Kwong, Simon  
Mr. Fan Chun Wah, Andrew  
Mr. Zhang Hwo Jie  
Mr. Wu Tak Lung

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the shareholder to speak at the Meeting. A proxy need not be a shareholder of the Company. A member (whether or not a recognised clearing house) may appoint any number of proxies to attend in his/her/its stead at the Meeting.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).
4. In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Tuesday, 7 June 2016 to Friday, 10 June 2016, both days inclusive, during which period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer of Shares accompanied by the relevant share certificates transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 June 2016.
5. In order to determine the entitlement of the shareholders of the Company to receive the final dividend, the register of members of the Company will be closed from Monday, 20 June 2016 to Wednesday, 22 June 2016, both days inclusive, during this period, no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 June 2016.
6. Delivery of the form of proxy by a shareholder should not preclude such shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.