
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 advisers.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



PACIFIC TEXTILES HOLDINGS LIMITED

互太紡織控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

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

A notice convening the Annual General Meeting of the Company to be held at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 14 August 2015 at 10:00 a.m. is set out on pages 13 to 16 of this circular. Proxy form for use in connection with the Annual General Meeting of the Company is enclosed herewith.

Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the head office and principal place of the Company in Hong Kong at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting if you so wish.

* *For identification purpose only*

Hong Kong, 9 July 2015

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Definitions | 1 |
| Letter from the Board | |
| 1. Introduction | 3 |
| 2. Share Issue Mandate | 3 |
| 3. Share Repurchase Mandate | 4 |
| 4. Re-election of Retiring Directors | 4 |
| 5. 2015 AGM | 5 |
| 6. Voting by Poll | 5 |
| 7. Actions to be Taken | 5 |
| 8. Recommendation | 6 |
| Appendix I – Explanatory Statement on the Share Repurchase Mandate | |
| | 7 |
| Appendix II – Biography of Retiring Directors Proposed for Re-election | |
| | 10 |
| Notice of Annual General Meeting | 13 |

DEFINITIONS

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

| | |
|---------------------------|---|
| “2015 AGM” | the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 14 August 2015 at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong |
| “AGM Notice” | the notice convening the 2015 AGM as set out on pages 13 to 16 of this circular |
| “Articles” | the Articles of Association of the Company, as amended from time to time |
| “Board” | the board of Directors of the Company |
| “Company” | Pacific Textiles Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange |
| “Directors” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 30 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) |
| “Share(s)” | share(s) with a nominal value of HK\$0.001 each in the capital of the Company |

DEFINITIONS

| | |
|----------------------------|---|
| “Share Issue Mandate” | a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares in the manner set out in the resolution numbered 5 of the AGM Notice |
| “Share Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner set out in the resolution numbered 6 of the AGM Notice |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial Shareholders” | has the meaning ascribed to it under the Listing Rules |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers |
| “%” | per cent |

LETTER FROM THE BOARD



PACIFIC TEXTILES HOLDINGS LIMITED

互太紡織控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

Executive Directors:

Mr. WAN Wai Loi (*Chairman and
Chief Executive Officer*)
Mr. TSANG Kang Po (*Vice Chairman*)

Non-executive Directors:

Mr. CHOI Kin Chung
Mr. IP Ping Im
Mr. LAU Yiu Tong
Mr. LAM Wing Tak

Independent Non-executive Directors:

Mr. CHAN Yue Kwong, Michael
Mr. NG Ching Wah
Mr. SZE Kwok Wing, Nigel

Registered office:

P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

7th Floor, Block B
Eastern Sea Industrial Building
48-56 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

9 July 2015

Dear Shareholders,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
AND
RE-ELECTION OF RETIRING DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide you information regarding the resolutions to be proposed at the 2015 AGM of the Company in relation to the Share Issue Mandate, the Share Repurchase Mandate and the re-election of the retiring Directors and to give you the AGM Notice.

2. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 8 August 2014, a general mandate was granted to the Directors to allot, issue and deal with Shares in accordance with the Listing Rules. Such general mandate will lapse at the conclusion of the 2015 AGM.

* For identification purpose only

LETTER FROM THE BOARD

An ordinary resolution no. 5 set out in the AGM Notice will be proposed at the 2015 AGM to grant Share Issue Mandate to the Directors so as to give the Directors the flexibility to issue Shares when it is in the interest of the Company. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,446,423,000 fully paid-up Shares. If there is no allotment or repurchase of the Shares prior to the date of the 2015 AGM, the Company shall be authorized under the Share Issue Mandate to allot, issue and deal with a maximum of 289,284,600 Shares, being 20% of the Shares in issue as at the date of the 2015 AGM.

In addition, an ordinary resolution no. 7 as set out in the AGM Notice will be proposed at the 2015 AGM to grant to the Directors to extend the Share Issue Mandate by adding any Shares repurchased under the Share Repurchase Mandate to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

3. SHARE REPURCHASE MANDATE

At the annual general meeting of the Company held on 8 August 2014, a general mandate was given to the Directors to repurchase Shares in accordance with the Listing Rules. Such general mandate will lapse at the conclusion of the 2015 AGM.

An ordinary resolution no. 6 as set out in the AGM Notice will be proposed at the 2015 AGM to grant Share Repurchase Mandate to the Directors. If there is no allotment or repurchase of the Shares prior to the date of the 2015 AGM, the Company shall be authorized under the Share Repurchase Mandate to repurchase a maximum of 144,642,300 Shares, being 10% of the Shares in issue as at the date of the 2015 AGM.

An explanatory statement, as required by the Listing Rules, to provide Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution in relation to the Share Repurchase Mandate is set out in the Appendix I to this circular.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Wan Wai Loi, Mr. Tsang Kang Po and Mr. Lam Wing Tak who are executive Directors; Mr. Choi Kin Chung, Mr. Ip Ping Im and Mr. Lau Yiu Tong, who are non-executive Directors; Mr. Chan Yue Kwong, Michael, Mr. Ng Ching Wah and Mr. Sze Kwok Wing, Nigel who are independent non-executive Directors. Mr. Lam Wing Tak has been re-designated from executive director to non-executive director effective from 1 July 2015.

Pursuant to article 130 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not 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 at least once every three years. Accordingly, Mr. Lam Wing Tak (non-executive Director), Mr. Ip Ping Im (non-executive Director), Mr. Sze Kwok Wing, Nigel (independent non-executive Director) will retire from the Board at the 2015 AGM and, being eligible, will offer themselves for re-election as Directors.

LETTER FROM THE BOARD

Biographical details of the retiring Directors who proposed to be re-elected at 2015 AGM are set out in the Appendix II to this circular.

5. 2015 AGM

An AGM Notice convening the 2015 AGM is set out on pages 13 to 16 of this circular to consider, if thought fit, to pass the resolutions in relation to, inter alia, the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors.

6. VOTING BY POLL

Pursuant to the article 90 of the Articles, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least five members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and entitled to vote; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by way of poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the 2015 AGM in accordance with article 90 of the Articles. The results of the poll will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.pacific-textiles.com).

7. ACTIONS TO BE TAKEN

Proxy form for use at the 2015 AGM is enclosed with this circular. Whether or not you intend to be present at the 2015 AGM, you are requested to complete the proxy form and return it to the head office and principal place of business of the Company in Hong Kong not less than 48 hours before the time appointed for holding the 2015 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the 2015 AGM if you so wish.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Board considers that the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2015 AGM.

Yours faithfully
By order of the Board
Pacific Textiles Holdings Limited
Wan Wai Loi
Chairman

The following serves as an explanatory statement in compliance with the Listing Rules to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution numbered 6 of the AGM Notice in relation to the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$1,446,423 comprising 1,446,423,000 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Share Repurchase Mandate (as set out in resolution numbered 6 of the AGM Notice) and on the basis that no further Shares are issued or repurchased, the Company would be authorized under the Share Repurchase Mandate to repurchase a maximum of 144,642,300 Shares during the period ending on the earliest of the date of the next annual general meeting following the 2015 AGM, the date by which the next annual general meeting following the 2015 AGM of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Board wishes to state that it has no immediate plans to repurchase any Shares but consider that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and/or liquidity of the Shares.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 March 2015 (being the date to which the latest audited financial statements of the Company were made up) in the event that the Share Repurchase Mandate is carried out in full during the proposed repurchase period. However, the Directors do not propose to exercise the Share 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and all applicable laws of the Cayman Islands and the Listing Rules. Subject to the foregoing, any repurchases by the Company may be made out of its funds which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase.

4. MARKET PRICES

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

| | Highest Per Share | Lowest Per Share |
|-----------------------------|------------------------------|-----------------------------|
| | <i>HK\$</i> | <i>HK\$</i> |
| July 2014 | 9.84 | 9.46 |
| August 2014 | 10.42 | 9.15 |
| September 2014 | 9.70 | 9.10 |
| October 2014 | 10.52 | 9.50 |
| November 2014 | 11.00 | 10.00 |
| December 2014 | 10.58 | 9.87 |
| January 2015 | 10.74 | 9.94 |
| February 2015 | 11.76 | 10.66 |
| March 2015 | 11.66 | 10.20 |
| April 2015 | 11.76 | 10.60 |
| May 2015 | 11.18 | 10.60 |
| June 2015 | 12.42 | 10.50 |
| the Latest Practicable Date | 12.42 | 11.60 |

5. DIRECTORS, ASSOCIATES AND CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of his respective associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Share Repurchase Mandate in the event that such mandate is approved by Shareholders.

No connected person, as defined in the Listing Rules, has notified the Company that he/she has a present intention to sell any Shares to the Company, nor has he/she undertaken not to do so in the event that the Share Repurchase Mandate is approved by Shareholders.

6. UNDERTAKING OF THE DIRECTORS

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

7. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share 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. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) 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 Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Ip Ping Im is beneficially interested in 405,394,000 Shares representing approximately 28.03% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, then, (if the shareholdings otherwise remain the same) the interest of Mr. Ip Ping Im in the Company would be increased from approximately 28.03% to approximately 31.14% of the total issued share capital of the Company. In the opinion of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to an extent which may result in any possible mandatory offer being made under the Takeovers Code.

8. SHARES REPURCHASES MADE BY THE COMPANY

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

The biographical details of four retiring Directors who are proposed to be re-elected at the 2015 AGM are set out below:

MR. LAM WING TAK

Non-executive Director, aged 64.

Mr. LAM Wing Tak, aged 64, has been an executive Director and the Chief Executive Officer of the Group till 1 July 2015 and re-designated to non-executive director since then. Mr. Lam has over 40 years of experience in the textile industry. Mr. Lam obtained a MBA degree from The University of Macau and a Bachelor of Business Administration from The Chinese University of Hong Kong. Mr. Lam is a Vice Chairman of Board of Trustee of New Asia College and Honorary Fellow of The Chinese University of Hong Kong. Mr. Lam joined the Group in 1998 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

Mr. Lam had not held directorship in any public listed companies in the last three years.

Mr. Lam does not have relationship with other Directors, senior management or substantial Shareholders of the Company.

As at the Latest Practicable Date, Mr. Lam is deemed to be interested in 115,653,000 Shares within the meaning of Part XV of the SFO, representing approximately 8.00% of the issued capital of the Company.

His appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles.

For the year ended 31 March 2015, the total amount of emoluments payable to Mr. Lam was approximately HK\$10,053,000. The amount of emoluments payable to Mr. Lam is determined having regard to his duties and responsibilities, the Company's performance, prevailing market conditions and by reference to the emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in connection with the re-election of Mr. Lam.

MR. IP PING IM

Non-executive Director, aged 78.

Mr. IP Ping Im, aged 78, is a non-executive Director. He is a co-founder and senior partner of our Group. Mr. Ip has over 38 years of experience in the textile industry. Mr. Ip was appointed as a Director in 2004. He is also a director of several subsidiaries of the Group.

Mr. Ip had not held directorship in any public listed companies in the last three years.

Mr. Ip does not have relationship with other Directors, senior management or substantial Shareholders of the Company.

As at the Latest Practicable Date, Mr. Ip is deemed to be interested in 405,394,000 Shares within the meaning of Part XV of the SFO, representing approximately 28.03% of the issued capital of the Company.

Mr. Ip has been appointed for an initial term of two years on the terms and conditions of his appointment with effect from 1 May 2007. The term of the appointment has been extended thereafter and his existing term is two years up to 30 April 2017. His appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles.

In accordance with his appointment letter, no emolument is payable to Mr. Ip.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in connection with the re-election of Mr. Ip.

MR. SZE KWOK WING, NIGEL

Independent non-executive Director, aged 58.

Mr. SZE Kwok Wing, Nigel, aged 58, is an independent non-executive Director. Mr. Sze has senior management experience in the private and investment banking industry serving high net worth clients and institutions. He is the currently managing director, head of China and Hong Kong. He was the chief executive officer of EFG Asset Management (Hong Kong) Limited for Asia Pacific Region; the managing director, head of investment of Citi Wealth Management for Asia Pacific region; the chief executive officer of Asia-Pacific for International Private Bank, Barclays Wealth and an executive director in the private clients division at Morgan Stanley Asia Limited, Hong Kong. Mr. Sze holds a Master of Business from the University of Newcastle, Australia. He is a Fellow of CPA Australia. Mr. Sze was appointed as an independent non-executive Director in 2007.

Save as disclosed above, Mr. Sze had not held directorship in any public listed companies in the last three years.

Mr. Sze does not have relationship with other Directors, senior management or substantial Shareholders of the Company.

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

Mr. Sze has been appointed for an initial term of two years on the terms and conditions of his appointment with effect from 1 May 2007. The term of the appointment has been extended thereafter and his existing term is two years up to 30 April 2017. His appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles.

In accordance with his appointment letter, Mr. Sze will receive a director's fee of HK\$210,000 per annum, which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and by reference to emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in connection with the re-election of Mr. Sze.

NOTICE OF ANNUAL GENERAL MEETING



PACIFIC TEXTILES HOLDINGS LIMITED

互太紡織控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 14 August 2015 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 March 2015.
2. To consider and declare a final dividend for the year ended 31 March 2015.
3. To re-elect the following retiring directors and authorize the board of directors to fix the remuneration of directors:
 - (a) Mr. Lam Wing Tak as non-executive director;
 - (b) Mr. Ip Ping Im as non-executive director; and
 - (c) Mr. Sze Kwok Wing, Nigel as independent non-executive director.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the board of directors to fix the remuneration of the auditor.
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without modifications:

ORDINARY RESOLUTION

“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 additional shares in the capital of the Company and to make or grant offers, agreements, options or warrants which would or might require shares to be issued, allotted or disposed of be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options or warrants which would or might require shares to be issued, allotted or disposed of whether during the continuance of the Relevant Period or after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription or conversion rights attaching to any warrants or any securities which are convertible into shares of the Company; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted for the issue of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company appearing on its register of members on a fixed record date in proportion to their then holdings of such shares (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 in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) 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 purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any another stock exchange on which the securities of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or equivalent rules or regulations of such other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTION

“**THAT** conditional upon resolutions numbered 5 and numbered 6 set out in the notice convening this meeting being passed, the exercise by the directors of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company in accordance with the general mandate granted pursuant to resolution numbered 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company purchased by the Company under the authority granted pursuant to resolution numbered 6 set out in the notice convening this meeting, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

By order of the Board of Director
Chou Yung
Company Secretary

Hong Kong, 9 July 2015

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the head office and principal place of business of the Company in Hong Kong at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjourned meeting.
- (iii) The Register of the Members of the Company will be closed from 11 August 2015 to 14 August 2015 (both days inclusive) for the purpose of determining the identity of members who are entitled to attend and vote at the AGM, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 10 August 2015.
- (iv) The Register of Members of the Company will be closed from 20 August 2015 to 24 August 2015 (both days inclusive) for the purpose of determining the identity of members who are entitled to the final dividend for the year ended 31 March 2015, during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 19 August 2015.
- (v) With regard to resolutions numbered 3 and 5 to 7, details of the re-election of Directors and general mandates to issue and to repurchase shares are set out in the circular to shareholders dated 9 July 2015.
- (vi) The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.