

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

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

If you have sold or transferred all your shares in Asian Citrus Holdings Limited, you should at once hand this circular together with the accompanying form of proxy or form of instruction (as applicable) to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **ASIAN CITRUS HOLDINGS LIMITED**

**亞洲果業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: HKSE: 73; AIM: ACHL)**

### **RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

Capitalized terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed "Definitions".

A notice convening an AGM of the Company to be held at United Conference Centre, Level 10, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 28 December 2016 at 9:00 a.m. (Hong Kong time) is set out on pages 10 to 12 of this circular.

If you are a Shareholder and are not able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and any power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM, or to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by 5:00 p.m. (UK time) on Wednesday, 21 December 2016.

If you are not a Shareholder but hold your Shares in uncertificated form through Depositary Interests, you are requested to complete and return the accompanying Form of Instruction in accordance with the instructions printed thereon and any power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by 5:00 p.m. (UK time) on Tuesday, 20 December 2016.

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM, or any adjournment thereof, should they so wish and in such event the form of proxy shall be deemed to be revoked. If you hold your Shares via the Depositary Interests and would like to attend the AGM, please contact the Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom.

\* For identification purpose only

24 November 2016

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at United Conference Centre, Level 10, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 28 December 2016 at 9:00 a.m. (Hong Kong time);
“AGM Notice”	the notice convening the AGM, a copy of which is set out on pages 10 to 12 of this circular;
“AIM”	AIM, a market operated by the LSE;
“AIM Rules”	the rules for AIM companies published by the LSE;
“Board”	the board of Directors;
“Bye-Laws”	the Restated Bye-Laws of the Company;
“Company”	Asian Citrus Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed and traded on HKSE and AIM;
“controlling shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“CREST”	the UK’s system for paperless settlement of trades and the holding of uncertificated securities administered by Euroclear UK & Ireland Limited;
“Depositary”	Computershare Investor Services PLC;
“Depositary Interest Holders”	the holders of Depositary Interests;
“Depositary Interests”	the depositary interests issued by the Depositary representing the Shares on a one-for-one basis;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HKSE”	The Stock Exchange of Hong Kong Limited;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

## DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the HKSE, as amended from time to time;
“Latest Practicable Date”	21 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“LSE”	London Stock Exchange plc;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	registered holder(s) of (a) Share(s);
“Subsidiary(ies)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“UK”	United Kingdom; and
“%”	per cent.

LETTER FROM THE BOARD



**ASIAN CITRUS HOLDINGS LIMITED**

**亞洲果業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: HKSE: 73; AIM: ACHL)**

*Executive Directors:*

Mr. Ng Ong Nee (*Chairman and Chief Executive Officer*)

Mr. Ng Hoi Yue (*Deputy Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Chung Koon Yan

Dr. Lui Ming Wah, SBS JP

Mr. Yang Zhen Han

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business  
in Hong Kong:*

Suite 2609-11

Great Eagle Centre

23 Harbour Road, Wanchai

Hong Kong

24 November 2016

*To the Shareholders and Depositary Interest Holders*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders and Depositary Interest Holders with information reasonably necessary for them to make a decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, amongst other matters, the re-election of the retiring Directors.

\* For identification purpose only

## LETTER FROM THE BOARD

### ANNUAL RESULTS AND ANNUAL REPORT

Reference is made to the Company's announcements dated 29 September 2016 and 8 November 2016 (the "Delay Results Announcements") regarding, among others, the delay in publication of the annual results ("2016 Annual Results") and despatch of the annual report of the Company ("2016 Annual Report") for the year ended 30 June 2016. As set out in the Delay Results Announcements, the audit in respect of the 2016 Annual Results has not yet finished and the Group is not in a position to confirm the date when the Group's audited consolidated financial statements for the year ended 30 June 2016 can be made available. Accordingly the publication of the 2016 Annual Results and the despatch of the 2016 Annual Report will be delayed. For the same reason, the audited financial statements, the report of the Directors and the auditor's report for the year ended 30 June 2016 (which will be contained in the 2016 Annual Report when it becomes available in due course) are not available to the Shareholders for their consideration and adoption at the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-laws 88(1) and 88(2) of the Bye-Laws, at each 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) will retire from office by rotation provided that every Director shall be subject to retirement by rotation once every three years. The Directors to retire will be those who have been the longest in office since their last re-election or appointment but as between persons who became or were last re-elected as Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to bye-law 87(2) shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation.

Accordingly, Mr. Ng Hoi Yue, an Executive Director and Dr. Lui Ming Wah, SBS JP, an Independent Non-executive Director, shall retire at the AGM. Mr. Ng Hoi Yue and Dr. Lui Ming Wah, SBS JP, being eligible, offer themselves for re-election.

Further, Dr. Lui Ming Wah, SBS JP, has served on the Board for more than 9 years but he has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group save for his engagement as an Independent Non-executive Director. Pursuant to code provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Hong Kong Listing Rules, his further re-election will be subject to a separate resolution to be approved by the Shareholders. The Directors noted the positive contribution of Dr. Lui to the development of the Company's strategy and policies through independent, constructive and informed contribution supported by his skills, expertise and qualifications and from his active participations at meetings. Further, he has given the annual written confirmation of his independence pursuant to Rule 3.13 of the Hong Kong Listing Rules to the Company and the Board has assessed and is satisfied of Dr. Lui's independence. Hence, the Board believes that the long service of Dr. Lui would not affect his exercise of independent judgments and therefore considers Dr. Lui to be independent and has recommended Dr. Lui to stand for re-election at the AGM.

The biographical details of the retiring Directors who have offered themselves for re-election are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 10 to 12 of this circular. A form of proxy or form of instruction (as applicable) for use in respect of the AGM is enclosed.

If you are a Shareholder and are not able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and any power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM, or to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 5:00 p.m. (UK time) on Wednesday, 21 December 2016.

If you are not a Shareholder but hold your Shares in uncertificated form through Depositary Interests, you are requested to complete and return the accompanying form of instruction in accordance with the instructions printed thereon and any power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney to the Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible and in any event by 5:00 p.m. (UK time) on Tuesday, 20 December 2016.

Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the AGM, or any adjournment thereof, if they so wish and in such event the relevant form of proxy shall be deemed to be revoked. If you hold your Shares via the Depositary Interests and would like to attend the AGM, please contact the Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Further, according to bye-law 72 of the Bye-Laws, a resolution put to the vote of a general meeting shall be decided by way of a poll. The results of the poll will be published on the respective websites of the HKSE and the Company as soon as possible in accordance with Rule 13.39(5) of the Hong Kong Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider the re-election of the retiring Directors is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of each of the resolutions to be proposed at the AGM as set out in the AGM Notice.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**Asian Citrus Holdings Limited**  
**Ng Ong Nee**  
*Chairman*



The biographical details of the Directors who have offered themselves for re-election are set out below.

**Mr. Ng Hoi Yue**, an Executive Director and Deputy Chief Executive Officer.

Mr. Ng Hoi Yue, aged 52, joined the Board on 15 March 2013 as an Independent Non-executive Director and was re-designated as an Executive Director on 4 August 2015. He is also a director of several subsidiaries of the Company. He is an associate member of The Institute of Chartered Accountants in England and Wales and a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in England. He has been practising as a certified public accountant in Hong Kong since 1989. He is currently an independent non-executive director of See Corporation Limited (stock code: 491) and Imperial Pacific International Holdings Limited (stock code: 1076), the shares of which are listed on the Main Board of the HKSE. He was an independent non-executive director of Landing International Development Limited (stock code: 582) between 26 November 2010 and 2 October 2013, the shares of which are listed on the HKSE.

Save as disclosed above, Mr. Ng does not hold any positions with the Company and other members of the Group and did not hold any directorships in the last three years in other listed companies in Hong Kong or overseas. Mr. Ng is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ng had no interests or was not deemed to be interested in any share or underlying share of the Company or its associated corporation within the meaning of Part XV of the SFO.

Mr. Ng entered into a letter of appointment in connection with his appointment as the Independent Non-executive Director of the Company. According to his letter of appointment, he was entitled to an annual director's fee of HK\$240,000 payable on a monthly basis, which was determined with reference to his duties and responsibilities and the prevailing market conditions. Mr. Ng's previous appointment as an independent non-executive Director was for a term of three years until 14 March 2016. The above letter of appointment was terminated upon his re-designation on 4 August 2015.

Mr. Ng has entered into a service contract in connection with his appointment as the Executive Director of the Company on 4 August 2015. His remuneration package under the service contract includes basic salary, benefits and share options. According to his service contract, he is entitled to an annual salary of HK\$1,320,000 payable on a monthly basis, together with a payment of HK\$110,000 (or a pro-rata thereof, if having less than 12 months' service) before each Chinese New Year, which is determined with reference to his duties and responsibilities and the prevailing market conditions. For the year ended 30 June 2016, the total amount of his emoluments was approximately RMB1,140,000.

Mr. Ng has been appointed by the Company for a term of three years until 3 August 2018. Such an appointment may be terminated by either party by a written notice of not less than three months. He is, however, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-Laws. Mr. Ng will retire at the AGM and being eligible, has offered himself for re-election.

Save as disclosed above, there are no other matters concerning Mr. Ng that need to be brought to the attention of the holders of securities of the Company and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

**Dr. Lui Ming Wah, SBS JP**, an Independent Non-executive Director and a member of the Audit Committee and the Remuneration Committee

Dr. Lui Ming Wah, SBS JP, aged 78, joined the Board on 2 June 2004. He is an industrialist serving as the honorary chairman, the president and the honorary president of the Hong Kong Electronic Industries Association, Hong Kong Shandong Chamber of Commerce and The Chinese Manufacturers Association of Hong Kong, respectively. He was a member of the Chinese People's Political Consultative Conference. He was elected as a member of the Legislative Council of Hong Kong in May 1998 for a term of two years. In the 2000 and 2004 Legislative Council elections, he was re-elected for a term of four years each. He is an adviser professor of Shandong University. He obtained his master of science and doctor of philosophy degrees from the University of New South Wales in Australia and the University of Saskatchewan in Canada, respectively. He is also a member of the Hong Kong Economic Development Commission Chaired by the Chief Executive of Hong Kong. He is currently the managing director of Keystone Electronics Co. Limited and an independent non-executive director of a number of other companies, the shares of which are listed on the Main Board/Growth Enterprise Market of the HKSE, including AV Concept Holdings Limited (stock code: 595), Gold Peak Industries (Holdings) Limited (stock code: 40), S.A.S. Dragon Holdings Limited (stock code: 1184), Glory Mark Hi-Tech (Holdings) Limited (stock code: 8159) and L.K. Technology Holdings Limited (stock code: 558).

Save as disclosed above, Dr. Lui does not hold any positions with the Company and other members of the Group and did not hold any directorships in the last three years in other listed companies in Hong Kong or overseas. Dr. Lui is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Lui had personal interests of 500,000 underlying shares within the meaning of Part XV of the SFO, which comprised share options granted under the share option scheme of the Company.

Dr. Lui meets the independence requirements as set out in Rule 3.13 of the Hong Kong Listing Rules and the Company has received his written annual independence confirmation. The Board considers him to be independent.

Dr. Lui had entered into letters of appointment in connection with his services to the Company. His remuneration package includes director fee, benefits and share options. According to his letter of appointment, he is entitled to an annual director's fee of HK\$240,000 payable on a monthly basis, which is determined with reference to his duties and responsibilities and the prevailing market conditions. He is not entitled to any bonus payment. For the year ended 30 June 2016, the total amount of his emoluments was approximately RMB216,000.

Dr. Lui has been appointed by the Company for a term of three years until 16 November 2019. Such an appointment may be terminated by either party by a written notice of not less than three months. He is, however, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-Laws. Dr. Lui will retire at the AGM and being eligible, has offered himself for re-election.

Save as disclosed above, there are no other matters concerning Dr. Lui that need to be brought to the attention of the holders of securities of the Company and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

# NOTICE OF ANNUAL GENERAL MEETING



## ASIAN CITRUS HOLDINGS LIMITED 亞洲果業控股有限公司\*

(Incorporated in Bermuda with limited liability)  
(Stock Code: HKSE: 73; AIM: ACHL)

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Asian Citrus Holdings Limited (the “**Company**”) will be held at United Conference Centre, Level 10, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 28 December 2016 at 9:00 a.m. (Hong Kong time) for the following purposes:

### ORDINARY RESOLUTIONS

1. To re-elect Mr. Ng Hoi Yue as an executive director of the Company;
2. To re-elect Dr. Lui Ming Wah, SBS JP as an independent non-executive director of the Company; and
3. To re-appoint HLB Hodgson Impey Cheng Limited as the Independent Auditor of the Company to hold office from the conclusion of this annual general meeting to the next annual general meeting, and to authorise the board of directors of the Company (the “**Board**”) to fix its remuneration.

By Order of the Board  
**Asian Citrus Holdings Limited**  
Ng Ong Nee  
Chairman

Hong Kong, 24 November 2016

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal Place of Business in Hong Kong:*

Suite 2609-11  
Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Board comprises the following Directors:

*Executive Directors:*

Mr. Ng Ong Nee (*Chairman and Chief Executive Officer*)

Mr. Ng Hoi Yue (*Deputy Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Chung Koon Yan

Dr. Lui Ming Wah, SBS JP

Mr. Yang Zhen Han

*Notes:*

1. A form of proxy or form of instruction (as applicable) is enclosed.
2. The instrument appointing a proxy shall 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 its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. Any member of the Company (the "Member") entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
4. **The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 5:00 p.m. (UK time) on Wednesday, 21 December 2016 (for Members whose names appear in the Company's register of members in Jersey and who hold Shares in certificated form), or, in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Members whose names appear in the Company's branch register of members in Hong Kong and who hold Shares in certificated form) not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) at which the person named in the instrument proposes to vote.**
5. **Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event the form of proxy shall be deemed to be revoked.**
6. **In the case of joint holders of any Share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company (the "Register") in respect of the joint holding.**
7. Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.
8. In the case of holders of Depositary Interests representing Shares in the Company, a form of instruction must be completed in order to instruct Computershare Company Nominees Limited, to vote on the holder's behalf at the meeting or, if the meeting is effective, a completed and signed form of instruction (and any power of attorney or other authority under which it is signed) must be delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by 5:00 p.m. (UK time) on Tuesday, 20 December 2016.

## NOTICE OF ANNUAL GENERAL MEETING

9. CREST members who wish to vote by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 of the United Kingdom (the “UK”) (the “Regulations”). CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to choose sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10. Pursuant to Regulation 41 of the Regulations, only those Shareholders registered in the Register as of 21 December 2016 are entitled to attend or vote at the annual general meeting of the Company in respect to the number of Shares registered in their name at that time. Changes to entries on the Register after that time will be disregarded when determining the rights of any person to attend or vote in the annual general meeting.

Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest Register at the close of business on 20 December 2016. Changes to entries on the Depository Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

11. The register of Directors interests kept by the Company under section 325 of the Companies Act 1995 of UK and the Registers of interests and short positions of directors and chief executives and the Registers of substantial shareholders’ interests and short positions kept by the Company under sections 352 and 336 of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong will be available for inspection at the annual general meeting from 8:00 a.m. (Hong Kong time) on Wednesday, 28 December 2016 until the conclusion of the meeting.

12. Copies of the Directors’ service contracts will be available for inspection at the annual general meeting of the Company from 8:30 a.m. (Hong Kong time) on 28 December 2016 until the conclusion of the meeting.

13. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. (Hong Kong time) on the date of the meeting, the meeting will be postponed and Members will be informed of the date, time and venue of the postponed meeting by a supplementary notice posted on the respective websites of the Company and the Stock Exchange.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. (Hong Kong time) on the date of the meeting and where conditions permit, the meeting will be held as scheduled.

The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Shareholder(s) should decide on their own whether or not they would attend the meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.