

**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 GRANT OF SCRIP DIVIDEND AUTHORITY GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES 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 Friday, 21 November 2014 at 10:30 a.m. (Hong Kong time) is set out on pages 17 to 23 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 Tuesday, 18 November 2014.

If you are not a Shareholder but hold your Shares in uncertificated form through Depository 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 Monday, 17 November 2014.

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 Depository Interests and would like to attend the AGM, please contact the Depository, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom.

\* For identification purpose only

17 October 2014

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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 Friday, 21 November 2014 at 10:30 a.m. (Hong Kong time);
“AGM Notice”	the notice convening the AGM, a copy of which is set out on pages 17 to 23 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 Bye-Laws of the Company, as amended, modified or otherwise supplemented from time to time;
“close associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“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;
“core connected person(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;
“Depository”	Computershare Investor Services PLC;
“Depository Interest Holders”	the holders of Depository Interests;
“Depository Interests”	the depository interests issued by the Depository representing the Shares on a one-for-one basis;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

## DEFINITIONS

“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;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the HKSE, as amended from time to time;
“Hong Kong Takeovers Codes”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time;
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the issue mandate;
“Latest Practicable Date”	13 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“LSE”	London Stock Exchange plc;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the repurchase mandate;
“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);

## DEFINITIONS

“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”	the United Kingdom;
“%”	per cent.; and
“£”	Pounds sterling, the lawful currency of UK.

## 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 (*Chief Executive Officer*)  
Mr. Tong Hung Wai, Tommy (*Vice Chairman*)  
Mr. Cheung Wai Sun  
Mr. Pang Yi

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors (“INED”):*

Mr. Ng Hoi Yue (*Non-executive Chairman*)  
Dr. Lui Ming Wah, SBS JP  
Mr. Yang Zhen Han  
Mr. Chung Koon Yan  
Mr. Ho Wai Leung

*Principal Place of Business  
in Hong Kong:*

Rooms 1109–1111  
Wayson Commercial Building  
28 Connaught Road West  
Hong Kong

17 October 2014

*To the Shareholders and Depository Interest Holders*

Dear Sir or Madam,

### **RE-ELECTION OF RETIRING DIRECTORS GRANT OF SCRIP DIVIDEND AUTHORITY GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide the Shareholders and Depository 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:

- (a) the re-election of the retiring Directors;
- (b) the grant of authority to the Directors to implement a scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a

\* For identification purpose only

## LETTER FROM THE BOARD

dividend on Shares in accordance with the Bye-Laws in respect of any financial period of the Company ending on or prior to 30 June 2019; and

- (c) the grant of the Issue Mandate and the Repurchase Mandate to the Directors to issue new Shares and repurchase Shares, respectively.

### 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 every year 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 Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Tong Hung Wai, Tommy, an Executive Director and the Vice Chairman, and Dr. Lui Ming Wah, SBS JP, an INED, shall retire at the AGM and both of them, being eligible, have offered themselves for re-election.

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. 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.

In accordance with bye-law 87(2) of the Bye-Laws, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As such, Mr. Ng Ong Nee, an Executive Director and the Chief Executive Officer, Mr. Chung Koon Yan and Mr. Ho Wai Leung, both INEDs, will also retire from office and being eligible, offer themselves for re-election.

The biographical details of the above Directors are set out in Appendix I to this circular.

### GRANT OF SCRIP DIVIDEND AUTHORITY

The Board may consider resolving to declare dividends in specie from time to time pursuant to which the Shareholders may elect to receive Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws, cash or a combination of both. In order to facilitate the Board to declare such dividends, ordinary resolution will be proposed at the AGM to grant to the Directors the authority to exercise the power conferred upon them by bye-laws 146 and 147 of the Bye-laws (as from time to time varied) such that whenever the Directors have resolved that a dividend be paid or declared in respect of any financial period of the Company ending on or prior to 30 June 2019, the Directors may further determine that such dividend be satisfied wholly or in part by the allotment of shares or other securities of the Company.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Special resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the entire issued share capital of the Company as at the date of passing of the resolution; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the entire issued share capital of the Company as at the date of passing of the resolution.

In addition, a separate special resolution will also be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 1,249,637,884 Shares. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the Issue Mandate to issue, allot and deal with a maximum of 124,963,788 Shares on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM.

An explanatory statement containing information required by the Hong Kong Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against Resolution 7 to be proposed at the AGM regarding the Repurchase Mandate is set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 17 to 23 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 Tuesday, 18 November 2014.

If you are not a Shareholder but hold your Shares in uncertificated form through Depository 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 Depository, 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 Monday, 17 November 2014.



## LETTER FROM THE BOARD

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 Depository Interests and would like to attend the AGM, please contact the Depository, 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.

### RECOMMENDATION

The Directors consider the re-election of the retiring Directors, the grant of scrip dividend authority, the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders to 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 Hoi Yue**  
*Non-executive Chairman*

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

**Mr. Ng Ong Nee**, an Executive Director, the Chief Executive Officer and a member of the Remuneration Committee

Mr. Ng Ong Nee, aged 61, joined the Board on 3 March 2014. Mr. Ng has over 30 years of commercial and managerial experience in a variety of businesses and industries, including, in particular, strategic management, biological business and capital markets. Before joining the Company, he worked as a chief executive officer for a number of companies with multi-national businesses and investments. Mr. Ng has been responsible for leading, developing and executing the overall strategy and the day-to-day operations. Mr. Ng has been an executive committee member of the Chinese Enterprises Investment Association since 2013 and he was the vice president of the Hong Kong Australia Investment Association between 2007 and 2012. Mr. Ng was also a past president of the Shenzhen-Hong Kong Business Association between 2006 and 2009.

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 interest or was not deemed to be interested in any share or underlying share of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Ng has entered into a letter of appointment in connection with his services to the Company on 3 March 2014. His remuneration package includes basic salary, benefits and share options. He is entitled to an annual salary of HK\$1,440,000 payable on a monthly basis, together with a payment of HK\$120,000 (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 2014, the total amount of his emoluments was approximately RMB432,000.

Mr. Ng has been appointed by the Company for a term of three years until 2 March 2017. 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.

**Mr. Tong Hung Wai, Tommy**, an Executive Director, the Vice Chairman and the Sales and Marketing Director

Mr. Tong Hung Wai, Tommy, aged 45, is the co-founder of the Group. Mr. Tong was appointed as an Executive Director on 18 November 2003. Mr. Tong is also a director of several subsidiaries of the Company. Mr. Tong is responsible for sales and marketing of the Group and has approximately 11 years of experience in marketing and business management with the Group. Mr. Tong obtained a bachelor of business degree in international business from Queensland University of Technology, Australia. He is the son of Mr. Tong Wang Chow, the Honorary Chairman and a substantial shareholder of the Company.

Save as disclosed above, Mr. Tong 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. Tong is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tong had personal interests in 1,350,000 underlying shares within the meaning of Part XV of the SFO, which comprised options granted under the share option scheme of the Company.

Mr. Tong had entered into a service agreement and a supplemental service agreement in connection with his services to the Company on 17 November 2009 and 24 September 2012 respectively. His remuneration package includes basic salary, benefits and share options. He is entitled to an annual salary of HK\$1,020,000 payable on a monthly basis, together with a payment of HK\$85,000 (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 2014, the total amount of his emoluments was approximately RMB1,062,000.

Mr. Tong has been appointed by the Company for a term of three years from 17 November 2009 to 16 November 2012, which will continue thereafter unless and until terminated in accordance with the terms thereof or by either party giving to the other not less than three months' prior notice in writing. He is, however, subject to retirement by rotation and re-election at the AGM pursuant to the Bye-Laws. Mr. Tong 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. Tong 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**

Dr. Lui Ming Wah, SBS JP, age 76, joined the Board on 2 June 2004. Dr. Lui 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. Dr. Lui was a member of the Chinese People's Political Consultative Conference. Dr. Lui 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. Dr. Lui is an adviser professor of Shandong University. Dr. Lui 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. Dr. Lui is currently the managing director of Keystone Electronics Co. Limited and an independent non-executive director of a few other companies, the shares of which are listed on the Main Board/the 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. 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 2014, 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 2015. 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.

**Mr. Chung Koon Yan**, an Independent Non-executive Director, a member of the Audit Committee and the Remuneration Committee

Mr. Chung Koon Yan, aged 50, joined the Board on 12 November 2013. Mr. Chung obtained a master's degree in Professional Accounting from the Hong Kong Polytechnic University. Mr. Chung is a practising member of the Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and an associate member of The Institute of Chartered Accountants in England and Wales. Mr. Chung is a director of Chiu, Choy & Chung C.P.A. Limited and has more than 20 years of experience in accounting, auditing and taxation. Currently, Mr. Chung is an independent non-executive director of Great World Company Holdings Limited (stock code: 8003), the shares of which are listed on the Growth Enterprise Market of the HKSE. Mr. Chung was an independent non-executive director of China Financial Leasing Group Limited (stock code: 2312), Landsea Green Properties Co., Limited (stock code: 106) and Well Way Group Limited (stock code: 8063), the shares of which are listed on the Main Board/the Growth Enterprise Market of the HKSE.

Save as disclosed above, Mr. Chung 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. Chung is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

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

Mr. Chung 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.

Mr. Chung had entered into a letter of appointment in connection with his services to the Company on 12 November 2013. His remuneration package includes director fee and other benefits. He is entitled to an annual director 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 2014, the total amount of his emoluments was approximately RMB137,000.

Mr. Chung has been appointed by the Company for a term of three years until 11 November 2016. 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. Chung 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. Chung 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.

**Mr. Ho Wai Leung**, an Independent Non-executive Director and a member of the Remuneration Committee

Mr. Ho Wai Leung, aged 43, joined the Board on 12 November 2013. Mr. Ho obtained a bachelor's degree in business accounting from the University of Lincolnshire and Humberside. He is a fellow member of the Association of Chartered Certified Accountants in England and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Ho has extensive experience in accounting, auditing and financial reporting areas. Mr. Ho is also the managing director of Torch Consulting Group Limited, a financial and management consulting company with business in South East Asia. In addition, he is a director of Softec Digital (Hong Kong) Limited, Torch Consultants Limited and Chedington Properties Limited.

Save as disclosed above, Mr. Ho 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. Ho is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

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

Mr. Ho 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.

Mr. Ho had entered into a letter of appointment in connection with his services to the Company on 12 November 2013. His remuneration package includes director fee and other benefits. He is entitled to an annual director 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 payments. For the year ended 30 June 2014, the total amount of his emoluments was approximately RMB137,000.

Mr. Ho has been appointed by the Company for a term of three years until 11 November 2016. 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. Ho 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. Ho 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.

This appendix includes an explanatory statement required by Rule 10.06(1)(b) of the Hong Kong Listing Rules to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

### **1. SHAREHOLDERS' APPROVAL**

The Hong Kong Listing Rules provide that all share repurchases on the market by a company with its primary listing on the HKSE must be approved in advance by an ordinary resolution, which may be by way of general mandate, or in relation to specific transactions. According to bye-law 3(2) of the Bye-laws, it is stipulated that, inter alia, any power of the Company to purchase or otherwise acquire its own shares shall, subject to authorisation given by Shareholders at a general meeting by way of a special resolution, be exercisable by the Board.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 1,249,637,884 Shares.

Subject to the passing of the relevant resolutions to approve the general mandates to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 124,963,788 Shares (representing approximately 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; or (iii) the revocation or variation of the authority given under the aforesaid resolutions by a special resolution of the Shareholders in a general meeting.

### **3. REASONS FOR REPURCHASES**

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

### **4. FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association of the Company and the Bye-Laws, the Hong Kong Listing Rules, the AIM Rules and the laws of Bermuda. The laws of Bermuda provide that such repurchases may only be effected out of the capital paid up on the repurchased shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

As compared with the financial position of the Company as at 30 June 2014 (being the date to which the latest audited consolidated financial statements of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not have any present intention to repurchase any Shares and do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICE

The highest and lowest mid-market closing prices at which the Shares were traded and listed on AIM and HKSE, respectively, in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

### AIM

	<b>Highest</b> (£)	<b>Lowest</b> (£)
<b>Month</b>		
<b>2013</b>		
September	0.2550	0.2100
October	0.2450	0.2072
November	0.2454	0.1825
December	0.2050	0.1555
<b>2014</b>		
January	0.1895	0.1550
February	0.1575	0.1300
March	0.1502	0.1155
April	0.1425	0.1221
May	0.1388	0.1200
June	0.1525	0.1262
July	0.1450	0.1238
August	0.1400	0.1112
September	0.1512	0.1188
October (up to and including the Latest Practicable Date)	0.1438	0.1250



**HKSE**

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>Month</b>		
<b>2013</b>		
September	3.00	2.57
October	2.98	2.50
November	2.99	2.45
December	2.55	1.95
<b>2014</b>		
January	2.44	2.02
February	2.13	1.72
March	1.95	1.60
April	1.85	1.61
May	1.81	1.59
June	1.96	1.68
July	1.83	1.65
August	1.70	1.59
September	1.79	1.51
October (up to and including the Latest Practicable Date)	1.72	1.58

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the HKSE to exercise the Repurchase Mandate in accordance with the Hong Kong Listing Rules, the AIM Rules, the applicable laws and regulations of Bermuda and the Bye-Laws.

**7. EFFECT OF THE HONG KONG TAKEOVERS CODES**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase its Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Hong Kong Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Hong Kong Takeovers Codes.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Hong Kong Takeovers Codes as a result of any purchase of Shares to be made under the Repurchase Mandate, since none of the substantial shareholders of the Company would hold 30% or more of the shareholding of the Company after any repurchase.

The Hong Kong Listing Rules prohibit a company from making repurchase of shares on the HKSE if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the HKSE) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

#### **8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors, and to the best of their knowledge and information and having made all reasonable enquiries, none of their close associates have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

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

The Company has not repurchased any Shares on the HKSE or otherwise in the six months prior to the date of this circular.

# 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 Friday, 21 November 2014 at 10:30 a.m. (Hong Kong time) for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company and its subsidiaries for the year ended 30 June 2014.
2. To re-elect:
  - (a) Mr. Ng Ong Nee as an executive director of the Company;
  - (b) Mr. Tong Hung Wai, Tommy as an executive director of the Company;
  - (c) Dr. Lui Ming Wah as an independent non-executive director of the Company;
  - (d) Mr. Chung Koon Yan as an independent non-executive director of the Company; and
  - (e) Mr. Ho Wai Leung as an independent non-executive director of the Company.
3. To re-appoint Baker Tilly Hong Kong 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, during which the financial statements will be laid before the Company, and to authorise the board of directors of the Company (the “**Board**”) to fix its remuneration.

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

“**THAT** the directors of the Company (the “**Directors**”) be and are hereby authorised, with respect to any financial period of the Company ending on or prior to 30 June 2019:

- (a) to exercise the power from time to time conferred upon them by bye-laws 146 and 147 of the Bye-Laws of the Company (as from time to time varied) (the “**Bye-Laws**”) such that whenever the Directors have resolved that:
- (i) a dividend be paid or declared, the Directors may further determine that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient; and/ or
  - (ii) a dividend be paid or declared on any class of the share capital of the Company, the Directors may further determine either (aa) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up or (bb) that the Shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Directors may think fit;
- (b) to capitalise from time to time the appropriate amount or amounts of new ordinary shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) falling to be allotted pursuant to elections made under the Company’s scrip dividend scheme out of the amount or amounts standing to the credit of any relevant account or fund of the Company in accordance with the applicable laws, as the Directors may determine, to apply that sum in paying up in full the relevant number of such new Shares and to allot such new Shares;
- (c) to exercise all powers of the Company to allot, issue and deal with additional Shares of the Company in respect of the a scrip dividend or similar arrangement; and
- (d) generally to implement a scrip dividend or similar arrangement on such terms and conditions as the Directors may from time to time determine and to take such other actions as the Directors may deem necessary or desirable from time to time in respect of a scrip dividend or similar arrangement.”

# NOTICE OF ANNUAL GENERAL MEETING

## SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as special resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company; or (iii) an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants which might be issued by the Company or any other securities which are convertible into Shares; or (iv) an issue of Shares in lieu of the whole or part of a dividend on the Shares or any scrip dividend or similar arrangement in accordance with the Bye-Laws, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of 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 time 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 Bye-Laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by a resolution of the shareholders of the Company (the **“Shareholders”**) in a general meeting.

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the Shareholders on the register of members 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 any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. “**THAT** conditional upon the passing of resolutions nos. 5 and 7 in the notice convening this meeting of the Company, the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to and in accordance with the said resolution no. 7 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said resolution no. 5.”
  
7. “**THAT:**
  - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (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 and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange and the rules for companies traded on the AIM operated by London Stock Exchange plc, be and is hereby generally and unconditionally approved;
  
  - (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
  
  - (c) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time 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 Bye-Laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Shareholders in a general meeting.”

By Order of the Board  
**Asian Citrus Holdings Limited**  
**Ng Hoi Yue**  
*Non-executive Chairman*

Hong Kong, 17 October 2014

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal Place of Business in Hong Kong:*

Rooms 1109–1111  
Wayson Commercial Building  
28 Connaught Road West  
Hong Kong

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

*Executive Directors:*

Mr. Ng Ong Nee (*Chief Executive Officer*)  
Mr. Tong Hung Wai, Tommy (*Vice Chairman*)  
Mr. Cheung Wai Sun  
Mr. Pang Yi

*Independent Non-executive Directors:*

Mr. Ng Hoi Yue (*Non-executive Chairman*)  
Dr. Lui Ming Wah, SBS JP  
Mr. Yang Zhen Han  
Mr. Chung Koon Yan  
Mr. Ho Wai Leung

## NOTICE OF ANNUAL GENERAL MEETING

*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 Tuesday, 18 November 2014 (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 Depository 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 Monday, 17 November 2014.
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



## NOTICE OF ANNUAL GENERAL MEETING

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 18 November 2014 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 17 November 2014. 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 Friday, 21 November 2014 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 21 November 2014 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 HKSE.

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.