
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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New Universe International Group Limited

新宇國際實業（集團）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8068)

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of New Universe International Group Limited to be held at Room 2109, Telford House, 16 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 6 May 2016 at 11:00 a.m. is set out in Appendix III to this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of New Universe International Group Limited in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the Annual General Meeting, or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days and on the Company's website at www.nuigl.com from the date of its posting.

* For identification purposes only

31 March 2016

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held on Friday, 6 May 2016 at 11:00 a.m. at Room 2109, 21/F., Telford House, 16 Wang Hoi Road, Kowloon Bay, Hong Kong or any adjournment thereof, the notice of which is set out in Appendix III to this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	the meaning ascribed to it/them under the GEM Listing Rules
“Board”	the board of Directors or a duly authorised committee thereof
“CMIC Cayman”	CM International Capital Limited, a limited liability company incorporated in the Cayman Islands and a shareholder of the Company
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised from time to time), of the Cayman Islands
“Company”	New Universe International Group Limited 新宇國際實業(集團)有限公司, a company incorporated in the Cayman Islands with limited liability, and the issued Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 March 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out in Appendix III to this circular
“NUEL”	New Universe Enterprises Limited, a limited liability company incorporated in the British Virgin Islands and a shareholder of the Company

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approving the resolution as referred to the Ordinary Resolution Number 5 and as extended by Resolution Number 7 as set in the Notice of Annual General Meeting
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approving the resolution as referred to the pursuant to Ordinary Resolution Number 6 as set out in the Notice of Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



New Universe International Group Limited

新宇國際實業（集團）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8068)

Executive Directors:

Mr. SONG Yu Qing (*Chairman and Chief Executive Officer*)

Ms. CHEUNG Siu Ling

Mr. LIAO Feng

Ms. LIU Yu Jie

Mr. HON Wa Fai

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-Executive Director:

Mr. SUEN Ki

*Head office and principal place
of business:*

Rooms 2110-12, 21st Floor

Telford House

16 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

Independent Non-Executive Directors:

Dr. CHAN Yan Cheong

Mr. YUEN Kim Hung, Michael

Mr. HO Yau Hong, Alfred

31 March 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the Annual General Meeting for the re-election of Directors, the re-appointment of the auditors of the Company, who are due to retire at the Annual General Meeting, and the grant of the Share Issue Mandate and the Share Repurchase Mandate to the Directors.

* For identification purposes only

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

The Board currently comprises 9 members, namely:

the executive Directors:

- Mr. SONG Yu Qing
- Ms. CHEUNG Siu Ling
- Mr. LIAO Feng
- Ms. LIU Yu Jie
- Mr. HON Wa Fai

the non-executive Director:

- Mr. SUEN Ki

and the independent non-executive Directors:

- Dr. CHAN Yan Cheong
- Mr. YUEN Kim Hung, Michael
- Mr. HO Yau Hong, Alfred

In accordance with article 83 of the Company's Articles of Association, Mr. LIAO Feng and Ms. LIU Yu Jie retire at the forthcoming annual general meeting but, being eligible, offer themselves for re-election.

In accordance with article 84 of the Company's articles of association, Ms. CHEUNG Siu Ling, Mr. HON Wa Fai, Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred have served as independent non-executive Directors of the Company for more than 9 years since 1 February 2000, 24 April 2002 and 30 September 2004 respectively. In order to comply with the provision A.4.3 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 of the GEM Listing Rules, the proposed nomination each of Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred for re-election as the independent non-executive Director of the Company will be subject to a separate resolution to be approved by the Shareholders in the forthcoming Annual General Meeting of the Company.

Based on the annual written confirmation given by each of Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred in accordance with Rule 5.09 of the GEM Listing Rules and the undertaking given to the Company by each of them as to their respective continuing independency, the Board believes that Dr. CHAN Yan Cheong being an academic expert in electronic engineering, and Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred each being an accounting professional will bring in strong expertise by contributing impartial view and yet making independent judgment on all issues to be discussed at the Board meetings.

LETTER FROM THE BOARD

Details of the abovementioned Directors, Mr. LIAO Feng, Ms. LIU Yu Jie, Ms. CHEUNG Siu Ling, Mr. HON Wa Fai, Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred are set out in Appendix II to this circular. At the Annual General Meeting, separate Ordinary Resolutions will be proposed to approve the re-election of Mr. LIAO Feng, Ms. LIU Yu Jie, Ms. CHEUNG Siu Ling, Mr. HON Wa Fai as Directors and further appointment each of Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred as independent non-executive Director of the Company.

3. PROPOSED RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Set out herein below is the capital fund raising activity carried out by the Company within the past twelve months prior to the Latest Practicable Date:

Date of announcement	Fund raising activity	Net proceeds raised	Intended use of net proceeds	Actual use of net proceeds
31 March 2015 and 9 April 2015	Issue of 200,000,000 ordinary shares at HK\$0.345 each by way of subscription	Approximately HK\$68,691,000	(i) Approximately 50% of the net proceeds to finance the capital expenditure on enhancement of the waste treatment capacity of the Group; and (ii) approximately 50% of the net proceeds for general working capital and/or for financing investment opportunities	(i) Approximately HK\$50.7 million had been utilised for the capital injection to subsidiaries to acquire land use rights and to set up engineering management company for construction of new incineration facilities in PRC; and (ii) approximately HK\$18 million had been utilised for repayment of other borrowings of the Company.

On 31 March 2015 (after trading hours), the Company entered into a conditional subscription agreement (the “Subscription Agreement”) with the subscriber, Ms. LIU Yu Jie (the “Subscriber”) in relation to the subscription of 200,000,000 new ordinary shares with an aggregate nominal value of HK\$2,000,000 of the Company (the “New Subscription Share(s)”) at a subscription price of HK\$0.345 per New Subscription Share (a discount of approximately 11.54% to the closing price of HK\$0.390 per share of the Company as quoted on the Stock Exchange on the date of entering into the Subscription Agreement) The completion of the Subscription Agreement took place on 9 April 2015. At completion, 200,000,000 ordinary shares were allotted and issued to the Subscriber under the general mandate granted to the Directors at the annual general meeting of the Company held on 5 May 2014. The net proceed of the subscription (after deduction of the related expenses) was approximately HK\$68,691,000 and the net price per share was approximately HK\$0.3435.

LETTER FROM THE BOARD

The existing general mandates to issue Shares and to repurchase Shares granted to the Directors of the annual general meeting of the Company held on 5 May 2015 will expire at the conclusion of the forthcoming Annual General Meeting. The Directors intend to put forward to the Shareholders ordinary resolutions at the Annual General Meeting to grant the Directors general and unconditional:

- (i) Share Issue Mandate, to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the Annual General Meeting, that representing a total amount up to 591,139,403 new Shares based on 2,955,697,018 Shares currently in issue once the mandate being granted, assuming no further Shares are issued or repurchased before the Annual General Meeting;
- (ii) Share Repurchase Mandate, to repurchase such number of Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed ordinary resolution at the Annual General Meeting, that representing a total amount up to 295,569,701 Shares based on 2,955,697,018 Shares currently in issue once the mandate being granted, assuming no further Shares are issued or repurchased before the Annual General Meeting; and
- (iii) authority to extend the limit under the Share Issue Mandate, if such is being granted to the Directors, the amount on number of Shares that may be repurchased by the Company pursuant to the Share Repurchase Mandate.

Pursuant to Rule 13.08 of the GEM Listing Rules, an explanatory statement containing all relevant information relating to the proposed Share Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is to provide the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Share Repurchase Mandate.

4. ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out in Appendix III to this circular.

At the Annual General Meeting, resolutions will be proposed, among the others, the re-election of retiring Directors, the nomination of independent non-executive Directors for re-election, the granting of the Share Issue Mandate and the Share Repurchase Mandate and the extension of the Share Issue Mandate.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and Company's website (www.nuigl.com). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or certified copy of that power or

LETTER FROM THE BOARD

authority, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the Annual General Meeting, or any adjournment thereof, should the Shareholder so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll, and the issuer must announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules. Therefore all resolutions proposed at the Annual General Meeting shall be voted by poll, and the results of which will be announced accordingly.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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:

- (i) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (ii) there are no other matters the omission of which would make any statement in this circular misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

6. RECOMMENDATION

The Directors are of the opinion that, the re-election of the retiring Directors and independent non-executive Directors, the granting of the Share Issue Mandate, the Share Repurchase Mandate, and the extension of the Share Issue Mandate to the Directors are in the interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the Notice of the Annual General Meeting in Appendix III to this circular.

Yours faithfully
By order of the Board
New Universe International Group Limited
SONG Yu Qing
Chairman

This appendix serves as an explanatory statement required by the GEM Listing Rules to provide the requisite information to enable Shareholders to make an informed decision whether to vote for or against of the Share Repurchase Mandate.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised of 2,955,697,018 Shares. Exercise in full of the Share Repurchase Mandate, if approved, on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the approval of the Share Repurchase Mandate, the Company would be allowed to repurchase up to 295,569,701 Shares during the period from the date on which such resolution is passed until the date of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Share Repurchase Mandate by ordinary resolution of the Shareholders of the Company in general meeting, whichever occurs first, representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply only funds legally available for such purposes in accordance with the memorandum and Articles of Association of the Company, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT ON EXERCISE OF THE SHARE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements of the Company for the year ended 31 December 2015) in the event that the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital position of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PARTIES

As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their respective have a present intention, in the event that the proposed Share Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, none of the connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that any of them have a present intention to sell any shares to the Company in the event that the Company is authorised to make purchase of its Shares under the Share Repurchase Mandate.

6. UNDERTAKING OF THE DIRECTORS

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

7. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase pursuant to the Share Repurchase Mandate, such increase will be treated as an acquisition of for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code) could, depending on the level of increase of the shareholding, obtain or consolidate control of the Company and thereby becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, NUEL (a controlling Shareholder, which is beneficially interested in 1,071,823,656 Shares, representing approximately 36.26% of the issued share capital of the Company) and CMIC Cayman (a substantial Shareholder, which is beneficially interested in 800,000,000 Shares, representing approximately 27.07% of the issued share capital of the Company) are interested in 1,871,823,656 Shares, representing approximately 63.33% of the issued share capital of the Company. Based on such shareholding, and in the event that the Share Repurchase Mandate was exercised in full, the aggregate percentage shareholding of NUEL and CMIC Cayman would be increased to approximately 70.36%. On the basis of the aforementioned possible increase in aggregate shareholding of NUEL and CMIC Cayman, the Directors are not aware of any consequences of such repurchase of Shares that would result in a Shareholder, or a group of Shareholders acting in concert, becoming obliged to make mandatory offer under Rule 26 of the Takeovers Code if the Share Repurchase Mandate were exercised in full.

As at the Latest Practicable Date, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or a group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Share Repurchase Mandate in full would also affect the public float of the Company's shares, the Directors have no intention to exercise the Share Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the GEM of the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

9. SHARE PRICES

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

Month	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
March	0.410	0.300
April	0.870	0.390
May	0.930	0.700
June	1.130	0.700
July	0.880	0.320
August	0.720	0.480
September	0.550	0.460
October	0.650	0.475
November	0.650	0.500
December	0.830	0.620
2016		
January	0.790	0.590
February	0.670	0.550
March (up to the Latest Practicable Date)	0.690	0.560

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

1. Mr. LIAO Feng (“Mr. LIAO”)

Mr. LIAO, aged 44, was appointed as executive Director of the Company on 5 May 2015. Mr. LIAO holds a Master of Applied Finance degree from Macquarie University, Australia. Mr. LIAO formerly served as the deputy general manager of the corporate banking department at China Minsheng Banking Corporation Limited. Mr. LIAO is a director of CM International Capital Limited (“CMIC Cayman”, a shareholder currently interested in 27.07% of the Company’s shares in issue). Mr. LIAO is also currently a senior president assistant of China Minsheng Investment Corporation Limited (中國民生投資股份有限公司) and the chief executive officer of CM International Holding Pte. Ltd.

Mr. LIAO has signed a letter of appointment with the Company for a term of 2 years commenced from 5 May 2015 which is subject to retirement by rotation in accordance with the Articles of Association of the Company. Mr. LIAO currently does not receive any remuneration in the capacity as Director of the Company.

Save as disclosed herein, Mr. LIAO does not hold any other position of the Company or any of its subsidiaries, and has not held any directorship of other listed public companies in the last 3 years.

Save as disclosed herein, Mr. LIAO has neither any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor any relationship with other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no information of Mr. LIAO to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

2. Ms. LIU Yu Jie (“Ms. LIU”)

Ms. LIU, aged 51, was appointed as executive Director of the Company on 9 June 2015. Ms. LIU holds a Bachelor of Economics degree in Foreign Trade from the Dongbei University of Finance and Economics, China and a Postgraduate Diploma in International Trade from the University of International Business and Economics, China. Ms. LIU formerly served as executive director of SIIC Environment Holdings Limited (a company whose shares are listed on the Singapore Exchange). Ms. LIU is also currently an executive director of China Water Affairs Group Limited (a company whose shares are listed on the Main Board of the Stock Exchange).

Ms. LIU has signed a letter of appointment with the Company for a term of 2 years commenced from 9 June 2015 which is subject to retirement by rotation in accordance with the Articles of Association of the Company. Ms. LIU currently does not receive any remuneration in the capacity as Director of the Company.

Save as disclosed herein, Ms. LIU does not hold any other position of the Company or any of its subsidiaries, and has not held any directorship of other listed public companies in the last 3 years.

As at 31 December 2015, the interests of Ms. LIU in the shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO follows:

The Company

Long positions in ordinary shares of the Company

Name of Director	Number of ordinary shares of HK\$0.01 each			Number of shares held	% of total shares in issue
	Personal/beneficial interest	Interests of children or spouse	Interests of controlled corporation		
Ms. LIU Yu Jie	202,000,000	–	–	202,000,000	6.83

Save as disclosed herein, Ms. LIU has neither any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor any relationship with other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no information of Ms. LIU to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

3. Ms. CHEUNG Siu Ling (“Ms. CHEUNG”)

Ms. CHEUNG, aged 54, was appointed as executive Director of the Company on 1 April 2005. On 18 August 2014, Ms. CHEUNG was appointed as the authorised representative, the compliance officer and the process agent of the Company. Ms. CHEUNG is the director of various subsidiaries of the Group and is the supervisor of the subsidiary, Suqian New Universe Solid Waste Disposal Company Limited*. She holds a Master of Business Administration degree from the University of South Australia. Ms. CHEUNG is also the director and shareholder of NUEL (a shareholder currently beneficially interested in 36.26% of the Company’s shares in issue). She is also currently the director of China (HK) Chemical & Plastics Company Limited and its holding company, New Universe Holdings Limited.

* For identification purposes only

Ms. CHEUNG has signed a letter of appointment with the Company for a term of 2 years commenced from 1 January 2015 which is subject to retirement by rotation in accordance with the Articles of Association of the Company. Ms. CHEUNG currently does not receive any remuneration in the capacity as Director of the Company, nor as director of all subsidiaries of the Group, except that she has received a total annual fee of RMB5,000 (approximately HK\$6,000) for having acted as the director of the subsidiaries, Xiangshui New Universe Environmental Technology Limited and Yancheng NUHF Environmental Technology Limited* before she resigned as directors of the two subsidiaries in 2015.

Save as disclosed herein, Ms. CHEUNG does not hold any other position of the Company or any of its subsidiaries, and has not held any directorship of other listed public companies in last 3 years.

As at 31 December 2015, the interests of Ms. CHEUNG in the shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO follows:

Associated corporation

Long positions in ordinary shares of NUEL

Name of Director	Number of ordinary shares of US\$1.00 each of NUEL			Number of shares held	% of total shares in issue
	Personal/beneficial interest	Interests of children or spouse	Interests of controlled corporation		
Ms. CHEUNG Siu Ling	1,214	1,214	–	2,428	12.14

Save as disclosed herein, Ms. CHEUNG has neither any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor any relationship with other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no information of Ms. CHEUNG to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

* For identification purposes only

4. Mr. HON Wa Fai (“Mr. HON”)

Mr. HON, aged 55, was appointed to the Group as financial controller on 6 September 2004. He was appointed as the qualified accountant, company secretary and authorised representative of the Company on 6 October 2004, and appointed as executive Director of the Company on 28 September 2006. Mr. HON holds a Master of Business Administration degree from the University of Strathclyde, UK, a Master of Professional Accounting degree from the Hong Kong Polytechnic University, and a Master of Applied Finance degree from the University of Western Sydney, Australia. He is a Practising Fellow Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, and a Fellow of the Association of Chartered Certified Accountants, a Senior Associate of the Financial Services Institute of Australasia, an Associate of the Hong Kong Institute of Chartered Secretaries, and an Associate of the Institute of Chartered Secretaries and Administrators, UK.

Mr. HON is also the director of the subsidiary of the Company, New Universe Environmental Engineering Management Limited. Mr. HON does not receive any remuneration in the capacity as Director of the Company nor as director of the subsidiary of the Group. His appointment as executive Director is subject to retirement by rotation and re-election in accordance with the Articles of Association. However, Mr. HON has entered into a service agreement in relation to his appointment as the financial controller of the Group commencing from 6 September 2004 with the Company’s wholly owned subsidiary, Smartech Services Limited, whereupon he is currently entitled to receive remuneration of HK\$999,000 per annum. Such remuneration is determined with reference to the duties and responsibilities of acting as the Director, Company Secretary, financial controller of the Group, and director of the Company’s subsidiary as approved by the remuneration committee of the Company.

Save as disclosed herein, Mr. HON does not hold any other position of the Company or any of its subsidiaries, and has not held any directorship of other listed public companies in last 3 years.

Save as disclosed herein, Mr. HON has neither any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor any relationship with other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no information of Mr. HON to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

5. Dr. CHAN Yan Cheong (“Dr. CHAN”)

Dr. CHAN, aged 62, was appointed as independent non-executive director of the Company on 1 February 2000. Dr. CHAN is currently a Chair Professor of Electronic and Engineering, and director of the EPA Centre in the Department of Electronic Engineering of City University of Hong Kong. Dr. CHAN holds Bachelor of Science degree in Electrical Engineering, Master of Science degree in Materials Science, and a Doctor of Philosophy degree in Electrical Engineering, from Imperial College of Science and Technology, University of London, UK. He also holds a Master of Business Administration degree from the University of Hong Kong. Dr. CHAN is a Fellow of the Institute of Electrical and Electronic Engineers, INC (USA) and a Fellow of the Institution of Engineering & Technology (UK). His research interests include on researches on Restriction of Hazardous Substances and Waste, Electrical and Electronic Equipment research, green electronics manufacturing, failure analysis, and reliability engineering.

The Company has signed a renewed letter of appointment with Dr. CHAN on 3 February 2015 for tenure of 24 months from 1 April 2015 to 31 March 2017. The letter of appointment signed by Dr. CHAN with the Company is subject to the termination by either party giving not less than three month’s prior written notice and also subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association. Dr. CHAN has already given his annual confirmation of his independence to the Company under Rule 5.09 of the GEM Listing Rules and has undertaken in writing to the Board that he shall continue to be independent to the Company. Dr. CHAN is currently entitled to receive a Director’s fee of HK\$132,000 per annum, which is determined with reference to the duties and responsibilities of independent non-executive Directors as reviewed by the remuneration committee and confirmed by the executive committee of the Company and the prevailing market condition.

Dr. CHAN is currently the chairman of the Company’s audit committee, and a member of the nomination committee and remuneration committee of the Company.

Save as disclosed herein, Dr. CHAN does not hold any other position of the Company or any of its subsidiaries, and has not held any directorship of other listed public companies in the last 3 years. Dr. CHAN has neither any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor any relationship with other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no information of Dr. CHAN to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

6. Mr. YUEN Kim Hung, Michael (“Mr. YUEN”)

Mr. YUEN, aged 54 was appointed as independent non-executive Director of the Company on 24 April 2002 and was appointed as the chairman of nomination committee of the Board on 19 March 2012. Mr. YUEN is currently practising in Hong Kong with his own accounting firm. Mr. YUEN holds a Professional Diploma In Accountancy from Hong Kong Polytechnic University. He is a Practising Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a Certified General Accountant of Canadian Certified General Accountants Association of Hong Kong, and a Fellow of the Association of Chartered Certified Accountants. Mr. YUEN is currently also the independent non-executive director of Prosperity International Holdings (H.K.) Limited (a company whose shares are listed on the Main Board of the Stock Exchange) and Steed Oriental (Holdings) Company Limited (a company whose shares are listed on the GEM of the Stock Exchange). He has substantial experience in accounting, taxation and auditing.

The Company has signed a renewed letter of appointment with Mr. YUEN on 15 January 2015 for tenure of two years commenced on 1 February 2015. The letter of appointment signed by Mr. YUEN with the Company is subject to the termination by either party giving not less than three months prior written notice and also subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association. Mr. YUEN has already given his annual confirmation of his independence to the Company under Rule 5.09 of the GEM Listing Rules and has undertaken in writing to the Board that he shall continue to be independent to the Company. Mr. YUEN is currently entitled to receive a Director’s fee of HK\$132,000 per annum, which is determined with reference to the duties and responsibilities of independent non-executive Directors as reviewed by the remuneration committee and confirmed by the executive committee of the Company and the prevailing market condition.

Given the accounting professional qualifications and related expertise in accountancy, taxation and financial management possessed by Mr. YUEN, he is currently the chairman of the Company’s nomination committee, and a member of the audit committee and remuneration committee of the Company.

Save as disclosed herein, Mr. YUEN does not hold any other position of the Company or any of its subsidiaries, and has not held any directorship of other listed public companies in the last 3 years. Mr. YUEN has neither any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor any relationship with other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no information of Mr. YUEN to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.

7. Mr. HO Yau Hong, Alfred (“Mr. HO”)

Mr. HO, aged 58 was appointed as independent non-executive Director of the Company on 30 September 2004 and was appointed as the chairman of the remuneration committee of the Board on 19 March 2012. Mr. HO is currently practising in Hong Kong with his own accounting firm. He is a lecturer of Advance Hong Kong Taxation and Hong Kong Taxation at the Hong Kong Shue Yan University. He is also a facilitator in the Qualification Program of the Hong Kong Institute of Certified Public Accountants in accounting, auditing and taxation. He was formerly a part-time professor in accounting and auditing at Algonquin College, Ottawa, Canada, and was a part-time tutor in taxation at the Open University of Hong Kong. Mr. HO holds a Bachelor of Commerce (Honours) degree from University of Windsor, Windsor, Canada. Mr. HO is a Canadian Chartered Accountant, a Practising Fellow Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, and a Certified Tax Advisor and a Fellow of the Taxation Institute of Hong Kong. Mr. HO was formerly a finance director of Sinosoft Technology PLC., a company previously listed in the London Stock Exchange. Mr. HO has substantial experience in accounting, auditing and taxation.

The Company has signed a renewed letter of appointment with Mr. HO on 15 January 2015 for tenure of 2 years commenced on 1 February 2015. The letter of appointment signed by Mr. HO with the Company is subject to the termination by either party giving not less than three month’s prior written notice and also subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association. Mr. HO has already given his annual confirmation of his independence to the Company under Rule 5.09 of the GEM Listing Rules. Mr. HO is currently entitled to receive a Director’s fee of HK\$132,000 per annum, which is determined with reference to the duties and responsibilities of independent non-executive Directors as reviewed by the remuneration committee and confirmed by the executive committee of the Company and the prevailing market condition.

Given the accounting professional qualifications and related expertise in taxation and accountancy possessed by Mr. HO, he is currently the chairman of the Company’s remuneration committee, and a member of the audit committee and nomination committee of the Company.

Save as disclosed herein, Mr. HO does not hold any other position of the Company or any of its subsidiaries, and has not held any directorship of other listed public companies in the last 3 years. Mr. HO has neither any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor any relationship with other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no information of Mr. HO to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders of the Company.



New Universe International Group Limited

新宇國際實業（集團）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8068)

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Annual General Meeting**”) of the members of New Universe International Group Limited (the “**Company**”) will be held on Friday, 6 May 2016 at 11:00 a.m. at Room 2109, 21st Floor, Telford House, 16 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2015;
2. To declare a final dividend for the year ended 31 December 2015;
3. (a) To re-elect Mr. LIAO Feng as director of the Company;
3. (b) To re-elect Ms. LIU Yu Jie as director of the Company;
3. (c) To re-elect Ms. CHEUNG Siu Ling as director of the Company;
3. (d) To re-elect Mr. HON Wa Fai as director of the Company;
3. (e) To re-elect Dr. CHAN Yan Cheong as independent non-executive director of the Company;
3. (f) To re-elect Mr. YUEN Kim Hung, Michael as independent non-executive director of the Company;
3. (g) To re-elect Mr. HO Yau Hong, Alfred as independent non-executive director of the Company;
3. (h) To authorise the board of directors of the Company to fix the remuneration of the directors;
4. To re-appoint Crowe Horwath (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

* For identification purposes only

5. “THAT

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined in paragraph (d) of this resolution) of all powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of the 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 paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue of options to subscribe for, or rights to acquire, shares of the Company or, (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in the capital of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time, shall not in aggregate exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company and the Companies Laws (2012 Revision), Cap. 22 (as consolidated and revised from time to time) of the Cayman Islands or any applicable laws to be held; and

- (iii) the revocation or variation of the authority given under this resolution by passing of an ordinary resolution by the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors made to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. “**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to purchase its own issued shares in the capital of the Company on the GEM of the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with all applicable rules and requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange or any other stock exchange or all other applicable laws in this regards be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. 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
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company and the Companies Laws, Cap. 22 (as consolidated and revised from time to time) of the Cayman Islands or any applicable laws to be held; and

- (iii) the revocation or variation of the authority given under this resolution by passing of an ordinary resolution by the shareholders of the Company in general meeting.

7. **“THAT**

conditional upon the passing of the resolution numbers 5 and 6 above, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares of the Company pursuant to the resolution number 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of any share capital purchased by the Company under the authority granted pursuant to resolution number 6 above, provided that such amount of shares so purchased shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

By Order of the Board
New Universe International Group Limited
HON Wa Fai
Company Secretary

Hong Kong, 31 March 2016

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:

Rooms 2110-12, 21st Floor
Telford House
16 Wang Hoi Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

- (1) A form of proxy for use of the Annual General Meeting is enclosed. Whether or not you intend to attend the Annual General Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Annual General Meeting or any adjournment thereof, should he so wish and in such event, the form of proxy shall be deemed to be revoked.
- (2) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (3) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the memorandum and articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Annual General Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
- (4) In the case of joint holders of Shares, any one of such holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will not be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the forthcoming Annual General Meeting to be held on Friday, 6 May 2016. However, in order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfers documents accompanied by the relevant share certificates must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 5 May 2016.
- (6) The register of members of the Company will be closed for the purpose of ascertaining the entitlement of shareholders of the Company to the proposed final dividend at the Annual General Meeting from Friday, 13 May 2016 to Wednesday, 18 May 2016, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend (subject to the approval of shareholders of the Company at the Annual General Meeting), all transfers documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 May 2016.
- (7) An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is set out in Appendix I to this circular.
- (8) Biographical details of each of Mr. LIAO Feng, Ms. LIU Yu Jie, Ms. CHEUNG Siu Ling and Mr. HON Wa Fai proposed to be re-elected as director of the Company, and each of Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred proposed to be re-elected as independent non-executive director of the Company at the Annual General Meeting are set out in Appendix II to this circular.
- (9) Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Annual General Meeting will exercise his power under article 66(1) of the Articles of Association of the Company to put each of the resolutions set out in the Notice of Annual General Meeting to be voted by way of poll. On a poll, every shareholder present in person (or in the case of a corporation by its duly authorised representative) or by proxy shall have one vote for each share of which he/she is the holder.
- (10) As at the date of the Notice of Annual General Meeting, the Board comprises five executive directors: Mr. SONG Yu Qing (Chairman and Chief Executive Officer), Ms. CHEUNG Siu Ling, Mr. LIAO Feng, Ms. LIU Yu Jie and Mr. HON Wa Fai; one non-executive director: Mr. SUEN Ki; and three independent non-executive directors: Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred.