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

If you have sold or transferred all your shares in AcrossAsia Limited, you should at once hand this circular to the Purchaser or Transferee or the bank, stockbroker or other agent through whom the sale was effected for transmission to the Purchaser or Transferee.

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ACROSS ASIA LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8061)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

A notice convening the Annual General Meeting of the Company to be held at No. 4, Ground Floor, Lippo Centre, 89 Queensway, Hong Kong on Tuesday, 9th May 2017 at 10:00 a.m. or any adjourned meeting thereof is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited whose office is located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong latest on or before 10:00 a.m. on 7th May 2017 or in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be).

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven days from its date of publication and on the Company's website at www.across-asia.com.

24th March 2017

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors of the Company (namely, executive Director: Mr. Vicente Binalhay ANG; and independent non-executive Directors: Dr. Boh Soon LIM, Mr. Thomas Yee Man LAW and Mr. Ganesh Chander GROVER) 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 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.

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DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting as set out on pages 12 to 15 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at No. 4, Ground Floor, Lippo Centre, 89 Queensway, Hong Kong on Tuesday, 9th May 2017 at 10:00 a.m.
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Buy-Back Mandate”	a general mandate to be granted to the Directors to buy back Shares which shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing the relevant resolution
“China”	the People’s Republic of China
“Company”	AcrossAsia Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on 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 Growth Enterprises Market of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with new Shares representing up to 20% of the aggregate number of issued shares of the Company as at the date of passing the relevant resolution
“Latest Practicable Date”	17th March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to herein
“Memorandum and Articles”	the memorandum of association of the Company together with the Articles, as amended from time to time

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Singapore Exchange”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

ACROSS ASIA LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8061)

Executive Director:

Mr. Vicente Binalhay ANG
(Chief Executive Officer)

Independent non-executive Directors:

Dr. Boh Soon LIM *(Chairman)*
Mr. Thomas Yee Man LAW
Mr. Ganesh Chander GROVER

Registered Office:

The offices of Maples Corporate
Services Limited
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

11th Floor
Kwan Chart Tower
6 Tonnochy Road
Wanchai
Hong Kong

24th March 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES**

INTRODUCTION

It is noted that at the Annual General Meeting of the Company to be held on 9th May 2017, the notice of which (i.e. the AGM Notice) is set out in this circular, the two Directors mentioned in the section headed “RE-ELECTION OF DIRECTORS” below will retire and being eligible, offer themselves for re-election. Further, ordinary resolutions as set out in the AGM Notice will be proposed at the Annual General Meeting to grant the Directors general mandates to allot and issue and buy back the Shares.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles, Dr. Boh Soon LIM (“Dr. Lim”) and Mr. Thomas Yee Man LAW (“Mr. LAW”) will retire by rotation and being eligible, offer themselves for re-election at the Annual General Meeting. As at the Latest Practicable Date, the details of the aforesaid retiring Directors proposed to be re-elected are set out below:

Dr. Boh Soon LIM, aged 61, has been an independent non-executive Director of the Company since May 2006 and was appointed as the Chairman of the Board in August 2016. He is the Chairman of the Remuneration Committee and Nomination Committee of the Board and also a member of the Audit Committee. He is an independent non-executive director of CSE Global Limited and Jumbo Group Limited, both are listed on the Singapore Exchange. He was the first non-Muslim CEO of Kuwait Finance House in Singapore and was the first foreign expatriate CEO of Vietcombank Fund Management Company in Vietnam. Prior to that, he was a Partner of UBS Capital Asia Pacific (S) Limited in which he co-headed the private equity arm of UBS AG in Asia, and was also a member of its Regional Investment Committee. He graduated from the University of Strathclyde (formerly “The Royal College of Science & Technology”) in the United Kingdom with a Bachelor of Science degree (First Class Honours) and a PhD degree in Mechanical Engineering, and was a winner of Professor Mellanby Memorial Prize. He also holds a Graduate Diploma in Marketing Management from the Singapore Institute of Management and a Diploma in Marketing from the Chartered Institute of Management in the United Kingdom. His term of office as an independent non-executive Director will expire on 1st May 2018. He is entitled to a Director’s fee of HK\$292,820 per annum and additional fees of HK\$234,256 for serving as the Chairman of the Board of the Directors of the Company, HK\$58,564 per annum for being as a member of the Audit Committee, HK\$29,282 and HK\$29,282 per annum for being the Chairman and a member of the Remuneration Committee respectively and HK\$29,282 and HK\$29,282 per annum for being the Chairman and a member of the Nomination Committee respectively. The fees were determined by reference to the fees payable to the other independent non-executive Directors and other members of the aforesaid Committees and additional duties as the Chairman of the Board and the aforesaid Committees as well as market terms and his duties and responsibilities.

Mr. Thomas Yee Man LAW, aged 59, has been an independent non-executive Director since May 2010 and an Authorised Representative of the Company since November 2013. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Board. He was the Managing Director of Hunter Douglas China/Hong Kong Limited and had been a director of various Hunter Douglas companies over a 20-year period in Singapore and Shanghai, Beijing, Shenzhen and Xiamen in China. Prior to that, he was the deputy general manager of a subsidiary of K.Wah Stones Group in Hong Kong. He graduated from the University of Melbourne in Australia with a Bachelor of Architecture degree, and from the University of Warwick in the United Kingdom with a Master of Science degree in Engineering Business. He is an associate member of the Royal Australian Institute of Architects. His term of office as an independent non-executive Director will expire on 27th May 2018. He is entitled to a Director’s fee of HK\$292,820 per

LETTER FROM THE CHAIRMAN

annum, HK\$58,564 per annum for being a member of the Audit Committee and HK\$29,282 per annum for being as a member of the Remuneration Committee and Nomination Committee respectively. He is also entitled to an Authorised Representative fee of HK\$58,564 per annum. The fees were determined by reference to the fees payable to the other independent non-executive Directors and other members of the aforesaid Committees as well as market terms and his duties and responsibilities.

As at the Latest Practicable Date, save as disclosed herein, none of the above two retiring Directors had any interests or short positions in the Shares or underlying Shares (in respect of positions held pursuant to equity derivatives) within the meaning of Part XV of the SFO. None of them had any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as at the Latest Practicable Date. Pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, the Securities and Futures Commission (the “SFC”) announced on 22nd July 2015 that it has commenced proceedings in the MMT against the Company together with its independent non-executive Chairman, Mr. Albert Saychuan Cheok (“Mr. Cheok”) and Chief Executive Officer, Mr. Vicente Binalhay Ang (“Mr. Ang”). It is noted that Mr. Cheok retired from his position as the Chairman and Independent Non-Executive Director of the Board with effect from 26th August 2016 (see the Company’s announcement dated 24th August 2016). In summary, the SFC alleges that the Company, Mr. Cheok and Mr. Ang had delayed in issuing an announcement regarding the institution of certain legal proceedings against the Company in Indonesia during the period between 4th January 2013 to 15th January 2013. The Company issued the announcement on 17th January 2013.

At the third preliminary conference on 17th February 2016, the Company and Mr. Ang admitted having breached the disclosure provisions pursuant to sections 307B(1) and 307G(2)(a) of the Securities and Futures Ordinance (Cap. 571) (the “Ordinance”) respectively.

On 2nd November 2016, after the substantive hearing of the MMT proceedings was scheduled to commence on 31st October 2016, Mr. Cheok also admitted that he was in breach of the disclosure requirements under section 307G(2) of the Ordinance.

Consequently, on 7th November 2016, the MMT concluded that each of the Company, Mr. Cheok and Mr. Ang had committed market misconduct by breaching the disclosure provisions of the Ordinance.

On 11th November 2016, the MMT held a further hearing for determination of what the consequential orders should be imposed following its findings of market misconduct and to hear submissions in mitigation from the Company, Mr. Cheok and Mr. Ang. The MMT on 30th November 2016 handed down its written report of the proceedings dated 29th November 2016. In this report, the MMT confirmed that the breaches were caused by negligence on the part of Mr. Cheok and Mr. Ang and were not caused by either reckless or

LETTER FROM THE CHAIRMAN

intentional misconduct. The MMT also concluded that the misconduct was “very much towards the bottom of the scale”. The MMT has made the following consequential orders against the Company, Mr. Cheok and Mr. Ang.

- (a) Against the Company: a regulatory fine of HK\$600,000 and an order that it be equally responsible with Mr. Cheok and Mr. Ang for the SFC’s and the Government’s costs up to, 17th February 2016, and that it bears 25% of those costs thereafter;
- (b) Against Mr. Ang: a regulatory fine of HK\$600,000, an order that he undergoes a training programme approved by the SFC and an order that he bears the SFC’s and the Government’s costs equally with the Company and Mr. Cheok up to 17 February 2016 and 25% of the costs thereafter;
- (c) Against Mr. Cheok: a regulatory fine of HK\$800,000, an order that he undergoes a training programme approved by the SFC and an order that he bears the SFC’s and the Government’s costs equally with the Company and Mr. Ang up to 17th February 2016 and that he bears 50% of those costs thereafter.

Pursuant to the MMT’s order:

- (a) the Company has paid its regulatory fine of HK\$600,000;
- (b) Mr. Ang has paid his regulatory fine of HK\$600,000;
- (c) all of the Government’s costs have been paid; and
- (d) all of the SFC’s costs have been agreed and paid without the need to go for taxation.

Mr. Ang shall also undergo a training programme which has been approved by the SFC as required under the MMT’s order. Apart from this, both the Company and Mr. Ang have complied with the MMT’s order.

In addition, the Board has assessed the independence of Dr. Lim, who has been an Independent Non-Executive Director of the Company for more than nine years, and considers that he continues to be independent, notwithstanding the length of his tenure, in accordance with the guidelines of independence as set out in Rule 5.09 of the Listing Rules.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed, which, if passed, will give the Directors an Issue Mandate since the general mandate previously granted to the Directors at the annual general meeting of the Company held on 26th August 2016 will expire at the conclusion of the forthcoming Annual General Meeting. Exercise in full of the Issue Mandate, on the basis of 5,064,615,385 Shares in issue as at the Latest Practicable Date and no further Shares issued or bought back after the Latest Practicable Date and before the date of the Annual General Meeting, could accordingly result in up to 1,012,923,077 Shares being issued by the Company during the period from the passing of Resolution 4A as set out in the AGM Notice up to (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 Memorandum and Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first. In addition, conditional upon the proposed resolution to authorise the buy-back of Shares as is more particularly described under the paragraph below headed “GENERAL MANDATE TO BUY BACK SHARES” being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an aggregate number of the Shares bought back under the authority to buy back subject to a maximum number equivalent to 10% of the aggregate number of issued shares of the Company as at the date of the resolutions. In accordance with the GEM Listing Rules, the Company may not make a new issue of securities or announce a proposed new issue of securities for a period of 30 days after any buy-back of securities by it, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which are outstanding prior to such buy back, without the prior approval of the Stock Exchange.

GENERAL MANDATE TO BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed granting the Directors the Buy-Back Mandate since the general mandate previously granted to the Directors at the annual general meeting of the Company held on 26th August 2016 will expire at the conclusion of the forthcoming Annual General Meeting. In accordance with the GEM Listing Rules, all proposed buy-backs of Shares by the Company must be approved by the Shareholders by way of ordinary resolution, either by way of general mandate or by specific approval in relation to such buy-back. Furthermore, the Company is required under the GEM Listing Rules to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Buy-Back Mandate. This document sets out such information in relation to the Buy-Back Mandate.

LETTER FROM THE CHAIRMAN

EXPLANATORY STATEMENT

General mandate to buy back Shares

This section includes the information concerning the Buy-Back Mandate required by the GEM Listing Rules and the Stock Exchange.

(a) Share Capital and Exercise of the Buy-Back Mandate

Exercise in full of the Buy-Back Mandate, on the basis of 5,064,615,385 Shares in issue as at the Latest Practicable Date and no further Shares issued or bought back after the Latest Practicable Date and before the date of the Annual General Meeting, could accordingly result in up to 506,461,538 Shares being bought back by the Company during the period from the passing of Resolution 4B as set out in the AGM Notice up to (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 Memorandum and Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Buy-Back Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

(b) Reasons for Share Buy-Back

The Directors believe that it is in the interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to buy back Shares in the market. Buy-backs of Shares will only be made when the Directors believe that such Buy-backs will benefit the Company and the Shareholders. Such Buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

(c) Funding of buy-backs

In buying back Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum and Articles and the applicable laws and regulations of the Cayman Islands. The Company may not buy back its own securities 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.

(d) General

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 audited financial statements contained in the annual report of the Company for the year ended 31st December 2016) in the event that the Buy-Back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

LETTER FROM THE CHAIRMAN

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-Back Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date and to the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor their associates (as defined under the GEM Listing Rules) had a present intention to sell Shares to the Company.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company or has undertaken to the Company not to do so.

The Code on Takeovers and Mergers

If, as a result of a share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeover Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares pursuant to Rule 26 and Rule 32 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Cyport Limited ("Cyport") was a wholly-owned subsidiary of Lippo Cayman Limited and was beneficially interested in 3,169,094,788 Shares, representing approximately 62.57% of the issued share capital of the Company. In the event that the Directors exercised in full the power to buy back Shares in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the total interests of Cyport in the Company would be increased to approximately 69.53% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeover Code.

Accordingly, the Directors are not aware of any consequence which would arise under the Takeover Code as a consequence of any buy-backs by the Company of its Shares under the Buy-Back Mandate.

However, as the minimum amount of Shares to be held by the public cannot be less than 25% of the issued Shares of the Company, in the event the Directors exercise the power to buy back Shares under the Buy-Back Mandate, such mandate will not be exercised in full.

Miscellaneous

During the six months preceding the Latest Practicable Date, no Shares were bought back by the Company.

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on GEM are set out in the Appendix.

LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Directors are of the opinion that the proposed re-election of Directors named above, the proposed Issue Mandate and the proposed Buy-Back Mandate are in the best interests of the Company and recommend that you vote in favour of all the resolutions to be proposed at the Annual General Meeting.

AGM NOTICE AND PROCEDURE AT THE ANNUAL GENERAL MEETING

The AGM Notice is set out in this circular.

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited whose office is located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon latest on or before 10:00 a.m. on 7th May 2017, or in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

All resolutions for the items set out in the AGM Notice will be put to vote by way of poll at the Annual General Meeting in accordance with the GEM Listing Rules. An announcement of the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

Yours faithfully,
Boh Soon LIM
Chairman

APPENDIX

During each of the twelve months preceding the Latest Practicable Date and March 2017 (up to the Latest Practicable Date), the highest and lowest prices at which Shares were traded on GEM were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
March	0.070	0.047
April*	N/A	N/A
May*	N/A	N/A
June*	N/A	N/A
July*	0.074	0.056
August	0.067	0.050
September	0.070	0.052
October*	0.070	0.068
November*	N/A	N/A
December*	N/A	N/A
2017		
January*	N/A	N/A
February*	N/A	N/A
March (up to the Latest Practicable Date)*	N/A	N/A

* Suspension of trading from 9:00 a.m. on 1st April 2016 to 26th July 2016, from 9:00 a.m. on 12th October 2016.

ACROSS ASIA LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8061)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of AcrossAsia Limited (the “Company”) will be held at No. 4, Ground Floor, Lippo Centre, 89 Queensway, Hong Kong on Tuesday, 9th May 2017 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited Consolidated Financial Statements of the Company and its subsidiaries, the Report of the Directors and the Independent Auditor’s Report for the year ended 31st December 2016.
2. To consider the re-election of the retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
3. To consider the re-appointment of RSM Hong Kong as the Auditor of the Company and to authorise the Board of Directors to fix its remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot or issue such shares of the Company or to make or grant any offers, agreements and/or options which would or might require shares of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and/or options (including rights to subscribe for or convert into shares), which might require the exercise of the powers to allot, issue and deal with additional shares of the Company after the end of the Relevant Period;

AGM NOTICE

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any option granted under the Company's share option schemes or any other option, scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate number of issued Shares of the Company at the time of passing this Resolution, and the said approval shall be limited accordingly;

(d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the Company's Memorandum and Articles of Association to be held; and
- (iii) the authority set out in this Resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange); and

(e) the authority conferred by this Resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this Resolution.”

AGM NOTICE

B. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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 of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company, on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors of the Company;
- (c) the aggregate number of shares which is authorised to be bought back by the Directors of the Company exercising the power pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate number of the issued shares of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the Company’s Memorandum and Articles of Association to be held; and
- (iii) the authority set out in this Resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.”

AGM NOTICE

- C. “**THAT** conditional on the passing of Resolution 4B as set out in the notice convening this Meeting (the “AGM Notice”) of which this Resolution forms a part, the general mandate granted to the Directors of the Company to allot and issue shares pursuant to Resolution 4A as set out in the AGM Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate of the aggregate number of shares of the Company bought back by the Company under the authority granted pursuant to the said Resolution 4B, provided that such number of shares shall not exceed 10 per cent. of the aggregate number of the issued shares of the Company at the time of passing this Resolution.”

By Order of the Board
Vicente B. ANG
Director and Chief Executive Officer

Hong Kong, 24th March 2017

Head Office and Principal Place of Business in Hong Kong:
11th Floor
Kwan Chart Tower
6 Tonnochy Road
Wanchai
Hong Kong

Notes:

- 1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more separate proxies to attend and vote instead of him. A proxy need not be a member of the Company. At the meeting, the chairman of the meeting will exercise his power under Article 80(a) of the Articles of Association of the Company to put each of the above Resolutions to the vote by poll.*
- 2. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited whose office is located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong latest on or before 10:00 a.m. on 7th May 2017 or not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting (as the case may be).*
- 3. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.*