
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in PME Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of PME Group Limited (the “Company”) to be held at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Tuesday, 11 June 2013 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the head office and principal place of business of the Company at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong 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 you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on 11 June 2013 and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of retiring Directors and the proposed increase in authorised share capital of the Company
“Articles of Association”	the articles of association of the Company
“associate”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Company”	PME Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



PME GROUP LIMITED
必美宜集團有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 379)

Executive Directors:

Mr. Wong Lik Ping (*Chairman*)
Ms. Yeung Sau Han Agnes (*CEO*)
Ms. Chan Shui Sheung Ivy
Mr. Lai Ka Fai
Mr. Wang Liang
Mr. Shi Chong

Non-executive Director:

Mr. Cheng Kwok Woo

Independent Non-executive Directors:

Mr. Leung Yuen Wing
Mr. Lam Kwok Hing Wilfred
Mr. Goh Choo Hwee
Mr. Ho Hin Yip

Registered office:

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

*Head office and principal place
of business:*

5th Floor
Unison Industrial Centre
Nos. 27-31 Au Pui Wan Street
Fo Tan, Shatin
Hong Kong

29 April 2013

*To the Shareholders and, for information only,
the holders of share options of the Company*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things; (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the increase in authorised share capital of the Company.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the re-election of retiring Directors, the increase in authorised share capital of the Company, and the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association or upon the exercise of rights of subscription or conversion under the terms of any securities or bonds convertible into Shares) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of granting the general mandate.

As at the Latest Practicable Date, the Company had an aggregate of 11,919,197,600 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 2,383,839,520 Shares.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued Shares as at the date of granting the repurchase mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,191,919,760 Shares.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the

LETTER FROM THE BOARD

Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

According to article 87(1) of the Articles of Association and the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix 14 of the Listing Rules, every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with article 87(1) of the Articles of Association and the CG Code, Ms. Yeung Sau Han Agnes, Mr. Leung Yuen Wing and Mr. Lam Kwok Hing Wilfred shall retire from office by rotation at the AGM. Being eligible, Ms. Yeung Sau Han Agnes will offer herself for re-election as executive Director, and each of Mr. Leung Yuen Wing and Mr. Lam Kwok Hing Wilfred will offer himself for re-election as independent non-executive Director.

According to article 86(3) of the Articles of Association, all Directors appointed either to fill a casual vacancy or as an addition to the Board shall be subject to re-election by the Shareholders at the first general meeting after their appointment.

Mr. Wong Lik Ping who was appointed as an executive Director on 9 August 2012, Mr. Wang Liang and Mr. Shi Chong who were appointed as an executive Director on 4 December 2012 and Mr. Ho Hin Yip who was appointed as an independent non-executive Director on 21 December 2012, shall hold office only until the AGM in accordance with article 86(3) of the Articles of Association. Being eligible, each of Mr. Wong Lik Ping, Mr. Wang Liang and Mr. Shi Chong will offer himself for re-election as executive Director and Mr. Ho Hin Yip will offer himself for re-election as independent non-executive Director.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Wong Lik Ping, Ms. Yeung Sau Han Agnes, Mr. Wang Liang and Mr. Shi Chong as executive Director, and Mr. Leung Yuen Wing, Mr. Lam Kwok Hing Wilfred and Mr. Ho Hin Yip as independent non-executive Director.

Particulars relating to each of Mr. Wong Lik Ping, Ms. Yeung Sau Han Agnes, Mr. Wang Liang, Mr. Shi Chong, Mr. Leung Yuen Wing, Mr. Lam Kwok Hing Wilfred and Mr. Ho Hin Yip are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ELECTION OF DIRECTORS OTHER THAN RETIRING DIRECTORS

In accordance with Article 88 of the Articles of Association, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) of the intention to propose that person for election as a Director and notice signed by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person who has not been recommended by the Directors to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the head office of the Company in Hong Kong at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on or before 4 June 2013.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$150,000,000 divided into 15,000,000,000 Shares of HK\$0.01 each. As at the Latest Practicable Date, 11,919,197,600 Shares were in issue and there were outstanding share options carrying rights to subscribe for an aggregate of 178,000,000 Shares. In order to provide the Company with a greater flexibility to raise funds by allotting and issuing Shares for future development, as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$400,000,000 divided into 40,000,000,000 Shares of HK\$0.01 each by the creation of an additional 25,000,000,000 Shares of HK\$0.01 each, which will rank *pari passu* with all existing Shares.

The Directors have no present intention to issue any part of the increased authorised share capital of the Company.

The proposed increase in authorised share capital is subject to the approval by the Shareholders by way of an ordinary resolution at the AGM.

AGM

A notice convening the AGM to be held at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Tuesday, 11 June 2013 at 10:00 a.m. is set out on pages 18 to 22 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the grant of the General Mandate and the Repurchase Mandate, the re-election of retiring Directors and the increase in authorised share capital of the Company.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at *www.hkexnews.hk*. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the head office and principal place of business of the Company at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Board considers the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of retiring Directors and the proposed increase in authorised share capital of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
PME Group Limited
Wong Lik Ping
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 11,919,197,600 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,191,919,760 fully paid Shares, representing 10% of the issued share capital of the Company.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and Articles of Association of the Company for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2012, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	0.160	0.112
May	0.140	0.111
June	0.128	0.111
July	0.128	0.077
August	0.139	0.109
September	0.204	0.128
October	0.186	0.152
November	0.360	0.165
December	0.500	0.260
2013		
January	0.600	0.350
February	0.510	0.450
March	0.500	0.390
April (up to the Latest Practicable Date)	0.445	0.325

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

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 Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares/underlying Shares then in issue:

Name of Shareholders	Notes	Number of Shares/underlying Shares held or short positions	Percentage holding	Percentage holding should Repurchase Mandate be exercised in full
Worldkin Development Limited	1	2,860,000,000 (L)	23.99%	26.66%
		2,140,000,000 (S)	17.95%	19.95%
Mr. Wong Lik Ping	2	2,879,880,000 (L)	24.16%	26.85%
		2,140,000,000 (S)	17.95%	19.95%
Yardley Finance Limited	3	2,140,000,000 (L)	17.95%	19.95%
Mr. Chan Kin Sun	4	2,140,000,000 (L)	17.95%	19.95%
Sino Life Insurance Co., Ltd.	5	1,720,000,000 (L)	14.43%	16.03%
Profit Win International Limited	6	1,200,000,000 (L)	10.07%	11.19%
Mr. Chen Hui	7	1,200,000,000 (L)	10.07%	11.19%

L: Long Position

S: Short Position

Notes:

- Worldkin Development Limited is the beneficial owner of 2,860,000,000 Shares of the Company.
- Mr. Wong Lik Ping holds entire equity interests of Worldkin Development Limited and is accordingly deemed to have interests in 2,860,000,000 Shares of the Company that Worldkin Development Limited has interests in. Mr. Wong personally owns 19,880,000 Shares of the Company.
- Yardley Finance Limited has security interests in the 2,140,000,000 Shares of the Company.
- Mr. Chan Kin Sun holds entire equity interests of Yardley Finance Limited and is accordingly deemed to have interests in 2,140,000,000 Shares of the Company that Yardley Finance Limited has interests in.
- Sino Life Insurance Co., Ltd. is the beneficial owner of 1,720,000,000 Shares of the Company.
- Profit Win International Limited is the beneficial owner of 1,200,000,000 Shares of the Company.
- Mr. Chen Hui holds entire equity interests of Profit Win International Limited and is accordingly deemed to have interests in 1,200,000,000 Shares of the Company that Profit Win International Limited has interests in.

To the best knowledge of the Directors, the Directors are not aware of any shareholder or group of shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any purchases pursuant to the Repurchase Mandate.

The Company would not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

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

The details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Wong Lik Ping

Mr. Wong Lik Ping, aged 52, is the Chairman of the Group. He joined the Group in August 2012 and is responsible for strategic planning, business development and Board issues of the Group. He was appointed in September 2001 as chairman and an executive director of Shougang Fushan Resources Group Limited (formerly known as Fushan International Energy Group Limited, stock code: 639), a company listed on the Main Board of the Stock Exchange and was re-designated as vice-chairman in March 2009. Mr. Wong was appointed in November 2009 as chairman and an executive director of Theme International Holdings Limited (stock code: 990), a company listed on the Main Board of the Stock Exchange. He is a member of the National Committee of the Chinese People's Political Consultative Conference. He has extensive experience in trading business, financial industry and investments in a wide range of businesses in China. Mr. Wong Lik Ping is the father of Mr. Wang Liang, who is an executive Director of the Company. Mr. Wong is also a director of a jointly controlled entity of the Company in the PRC. Save as disclosed above, Mr. Wong has not been a director in any other listed companies in the last three years.

Mr. Wong has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wong does not receive any director remuneration. Mr. Wong is the sole director and the sole shareholder of Worldkin Development Limited ("Worldkin"), a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. Wong has personal interests of 19,880,000 Shares and corporate interests of 2,860,000,000 Shares through the holding of Worldkin, representing approximately 24.16% in aggregate of the entire issued share capital of the Company. He also has short positions in 2,140,000,000 Shares through the holding of Worldkin, representing approximately 17.95% of the entire issued share capital of the Company. Save as disclosed above, Mr. Wong does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Ms. Yeung Sau Han Agnes

Ms. Yeung Sau Han Agnes, aged 47, is the Chief Executive Officer of the Group. She joined the Group in May 2007 and is responsible for the Group's overall operations and development. She graduated from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher diploma in fashion design. She is also an executive

director of China Railway Logistics Limited (stock code: 8089), a company listed on the Growth Enterprise Market of the Stock Exchange. She was an executive director of PNG Resources Holdings Limited (stock code: 221) from November 2002 to January 2007, Heng Xin China Holdings Limited (stock code: 8046) from July 2007 to March 2009 and China Bio-Med Regeneration Technology Limited (stock code: 8158) from June 2007 to December 2009, which are listed on the Stock Exchange. Ms. Yeung is also a director of certain subsidiaries of the Company. Other than disclosed above, Ms. Yeung did not hold any directorship in any other listed companies in the past three years. She does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms. Yeung has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Yeung is currently entitled to an annual salary of HK\$240,000 and a discretionary bonus, which are determined by reference to her level of responsibilities, remuneration policy of the Company and the prevailing market conditions. As at the Latest Practicable Date, Ms. Yeung has 202,250,000 Shares/underlying Shares of the Company, representing approximately 1.70% of the entire issued share capital of the Company. Save as disclosed above, Ms. Yeung does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Ms. Yeung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Mr. Wang Liang

Mr. Wang Liang, aged 28, joined the Group in December 2012 and is responsible for the project appraisal, capital market financing and business marketing of the Group. He holds a Bachelor degree in Physics from Imperial College London. He has extensive experience in the international finance and project management. He had been working in international investment banks and responsible for clients' project management, projects merger and acquisition and various initial public offerings. Mr. Wang Liang is the son of Mr. Wong Lik Ping, who is the Chairman, an executive Director and a substantial Shareholder of the Company. Save as disclosed above, Mr. Wang Liang has not been a director in any other listed companies in the last three years.

Mr. Wang Liang has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wang Liang is currently entitled to a remuneration of HK\$50,000 per month and an annual double-pay equivalent to one month remuneration as determined by the Board with reference to his position, his level of responsibilities, remuneration policy of the Company and the prevailing market conditions. As at the Latest Practicable Date, Mr. Wang Liang does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Wang Liang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(4) Mr. Shi Chong

Mr. Shi Chong, aged 39, joined the Group in March 2011 and is responsible for the management and development of businesses in the PRC of the Group. He holds a graduate Certificate in Telecommunication from The Beijing Institute of Technology and a Bachelor degree in Laws from The Peking University. He has over 10 years of experience in the IT/EE development, International Technology trading and Project management. He had been working in multinational corporations as Tech-sale manager, Senior Customer Project manager and to assist the chairman and managing director in group management and strategic planning. He currently is a business development manager of the wholly-owned subsidiary of the Company. Save as disclosed above, Mr. Shi has not been a director in any other listed companies in the last three years. Further, Mr. Shi does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Shi has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Shi is currently entitled to a remuneration of HK\$64,500 per month and an annual double-pay equivalent to one month remuneration as being a business development manager of a wholly-owned subsidiary of the Company. Mr. Shi will not receive any remuneration for acting as an executive Director of the Company. The remuneration of Mr. Shi is determined by the Board with reference to his position, his level of responsibilities, remuneration policy of the Company and the prevailing market conditions. As at the Latest Practicable Date, Mr. Shi does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Shi that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(5) Mr. Leung Yuen Wing

Mr. Leung Yuen Wing, aged 46, was appointed as an independent non-executive Director in September 2004. He had held managerial positions in various renowned accounting firms, an investment bank and two listed companies. He is currently the Finance Director of Samvo Group whose headquarters is in London and engaged in the online entertainment business. He is a member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Institute of Chartered Accountants in England and Wales and a fellow member of the

Association of Chartered Certified Accountants. He is also an independent non-executive director of Loudong General Nice Resources (China) Holdings Limited (stock code: 988), a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Leung did not hold any directorship in any other listed companies in the past three years. Mr. Leung does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Leung has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 30 September 2013 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Leung is currently entitled to an annual director's fee of HK\$180,000 which was determined by reference to his qualification, remuneration benchmark in the industry and the prevailing market conditions. As at the Latest Practicable Date, Mr. Leung does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Leung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board considers that Mr. Leung is independent as he has satisfied with the requirements for independence as set out in Rule 3.13 of the Listing Rules, and he will bring valuable contributions to the Board with his experience and professional qualifications.

(6) Mr. Lam Kwok Hing Wilfred

Mr. Lam Kwok Hing Wilfred, aged 54, was appointed as an independent non-executive Director in April 2011. He is a Justice of the Peace of the Hong Kong Special Administrative Region and was awarded the Queen's Badge of Honour in January 1997. He holds a bachelor degree of Law with honours from The University of Hong Kong. He is a practising solicitor in Hong Kong and is a consultant lawyer of WT Law Offices. He also holds a professional qualification of Estate Agent's (Individual) Licence in Hong Kong.

Being an active member in social and charity activities, Mr. Lam is a Support Force Commander of the Civil Aid Service, Officio Member of New Territories Heung Yee Kuk, Chairman of the Friends of the Community Chest (Kwai Tsing), Honorary Advisor and Former Vice-President of (Kwai Tsing) Junior Police Call, member of and Former Chairman of the Kwai Tsing District Fight Crime Committee, Director and Former Chairman of the Kwai Tsing District Community Development Fund in Hong Kong. He is also an executive member of the liaison association of the Chinese People's Political Consultative Conference, Guangdong Province.

Mr. Lam is the Group Vice President of 3D-GOLD Jewellery (HK) Limited; executive director and group vice president of Hong Kong Resources Holdings Company Limited (stock code: 2882), a company listed on the Main Board of the Stock Exchange; the non-executive

vice-chairman and non-executive director of National Arts Holdings Limited (stock code: 8228), a company listed on the Growth Enterprise Market of the Stock Exchange; non-executive director of The Hong Kong Building and Loan Agency Limited (stock code: 145), a company listed on the Main Board of the Stock Exchange; and independent non-executive director of Value Convergence Holdings Limited (stock code: 821), a company listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lam did not hold any directorship in any other listed companies in the past three years. Mr. Lam does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Lam has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 13 April 2014 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lam is currently entitled to an annual director's fee of HK\$180,000 which was determined by reference to his qualification, remuneration benchmark in the industry and the prevailing market conditions. As at the Latest Practicable Date, Mr. Lam does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Other than the fact that a bankruptcy order was made against Mr. Lam on 28 August 2003, but which was subsequently discharged by the High Court on 18 September 2007, the Board is not aware of any information in relation to Mr. Lam's appointment which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board considers that Mr. Lam is independent as he has satisfied with the requirements for independence as set out in Rule 3.13 of the Listing Rules, and he will bring valuable contributions to the Board with his experience and professional qualifications.

(7) Mr. Ho Hin Yip

Mr. Ho Hin Yip, aged 39, was appointed as an independent non-executive Director in December 2012. He is presently the Financial Controller and Joint Company Secretary of Singapore-listed Dukang Distillers Holdings Limited, where he is responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. He has more than 15 years of financial and auditing experience. He is a fellow member of The Association of Chartered Certified Accountants and a practising member of the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Ho did not hold any directorship in any other listed companies in the past three years. Mr. Ho does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Ho has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 20 December 2013 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ho is currently entitled to an annual director's fee of HK\$180,000 which was determined by reference to his qualification, remuneration benchmark in the industry and the prevailing market conditions. As at the Latest Practicable Date, Mr. Ho does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Ho that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board considers that Mr. Ho is independent as he has satisfied with the requirements for independence as set out in Rule 3.13 of the Listing Rules, and he will bring valuable contributions to the Board with his experience and professional qualifications.

NOTICE OF AGM



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of PME Group Limited (the “**Company**”) will be held at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Tuesday, 11 June 2013 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2012.
2.
 - (a) To re-elect Mr. Wong Lik Ping as executive director;
 - (b) To re-elect Ms. Yeung Sau Han Agnes as executive director;
 - (c) To re-elect Mr. Wang Liang as executive director;
 - (d) To re-elect Mr. Shi Chong as executive director;
 - (e) To re-elect Mr. Leung Yuen Wing as independent non-executive director;
 - (f) To re-elect Mr. Lam Kwok Hing Wilfred as independent non-executive director;
 - (g) To re-elect Mr. Ho Hin Yip as independent non-executive director; and
 - (h) To authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To, as special business, consider and, if thought fit, passing the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company

* For identification purpose only

NOTICE OF AGM

during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) 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) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of the resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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, the Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

NOTICE OF AGM

“**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 of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, 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 outside Hong Kong).”

5. To, as special business, consider and, if thought fit, passing the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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, the Companies Law or any other applicable law of Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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6. “**THAT** the directors of the Company be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”
7. “**THAT**
- (a) the authorised share capital of the Company be and is hereby increased from HK\$150,000,000 divided into 15,000,000,000 ordinary shares of HK\$0.01 each (“**Shares**”) to HK\$400,000,000 divided into 40,000,000,000 Shares, by the creation of an additional 25,000,000,000 new unissued Shares each ranking pari passu in all respects with the existing Shares (“**Increase in the Authorised Share Capital**”); and
- (b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to sign, execute, perfect and deliver all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for the completion of the Increase in the Authorised Share Capital.”

Yours faithfully,
For and on behalf of
the board of directors of
PME Group Limited
Wong Lik Ping
Chairman

Hong Kong, 29 April 2013

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

*Head office and principal place
of business:*
5th Floor
Unison Industrial Centre
Nos. 27-31 Au Pui Wan Street
Fo Tan, Shatin
Hong Kong

NOTICE OF AGM

Notes:

1. A shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company but must be present in person at the AGM to represent the shareholder. 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.
2. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the head office and principal place of business of the Company at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the AGM or any adjournment thereof, should he/she so wish.
3. In the case of joint holders of Shares, any one of such holders may vote at the AGM, 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 AGM 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.
4. In relation to proposed resolution no. 2 above, Mr. Wong Lik Ping, Ms. Yeung Sau Han Agnes, Mr. Wang Liang, Mr. Shi Chong, Mr. Leung Yuen Wing, Mr. Lam Kwok Hing Wilfred and Mr. Ho Hin Yip will retire from their offices at the AGM pursuant to article 87(1) and article 86(3) of the Articles of Association of the Company and the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules, and being eligible, will offer themselves for re-election at the AGM.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the share option schemes of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.
6. In relation to proposed resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.