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

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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 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.

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**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of the Company to be held at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Wednesday, 7 January 2015 at 11:00 am is set out on pages 5 and 6 of this circular. A form of proxy for use at the extraordinary 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](http://www.hkexnews.hk).

If you are unable to attend the extraordinary 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 Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary 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 extraordinary general meeting or any adjournment thereof should you so wish.

\* *For identification purpose only*

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“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
“EGM”	the extraordinary general meeting of the Company to be convened on Wednesday, 7 January 2015 and held to approve, among others, the proposed appointment of auditor
“Group”	the Company and its subsidiaries
“HLB”	HLB Hodgson Impey Cheng Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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)
“SHINEWING”	SHINEWING (HK) CPA Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**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*)  
Mr. Lai Ka Fai  
Mr. Wang Liang  
Mr. Shi Chong  
Mr. Feng Gang

*Non-executive Director:*

Mr. Cheng Kwok Woo

*Independent Non-executive Directors:*

Mr. Lam Kwok Hing Wilfred  
Mr. Goh Choo Hwee  
Mr. Ho Hin Yip  
Mr. U Keng Tin

*Registered office:*

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

*Head office and principal place  
of business:*

Room 2203, 22nd Floor  
Kwan Chart Tower  
6 Tonnochy Road  
Wanchai  
Hong Kong

17 December 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

At the forthcoming EGM, a resolution will be proposed to seek the Shareholders' approval for, among other things, the appointment of auditor.

The purpose of this circular is to provide you with information relating to the resolution to be proposed at the EGM for the appointment of auditor and the notice of the EGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF AUDITOR

On 10 December 2014, the Company announced that SHINEWING has resigned as the auditor of the Group with effect from 10 December 2014. The Board was informed by SHINEWING that they decided to tender their resignation as the Group's auditor after taking into account of many factors including disagreement of audit fee for the year ending 31 December 2014.

Save for the above, SHINEWING confirmed that there were no circumstances connected with their resignation which they considered should be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditor that should be brought to the attention of the Shareholders.

As SHINEWING has not commenced any audit work on the accounts of the Group for the year ending 31 December 2014, the Board expects that the proposed change of auditor of the Group will not affect the release of the financial results of the Group for the year ending 31 December 2014.

Subject to the approval of the Shareholders at the EGM, the Board has resolved to appoint HLB as the new auditor of the Group to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company.

### EGM

A notice convening the EGM to be held at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Wednesday, 7 January 2015 at 11:00 am is set out on pages 5 and 6 of this circular. An ordinary resolution will be proposed at the EGM to approve, among other things, the proposed appointment of auditor.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you are unable to attend the EGM, 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 Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### VOTING AT EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the general meeting must be taken by poll. The Company will appoint scrutineers to conduct vote-taking procedures at the EGM. The results of the poll will be published on the Stock Exchange's website and the Company's website in accordance with Rule 13.39(5) of the Listing Rules. No Shareholder is required to abstain from voting at the EGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the proposed resolution is 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 resolution to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

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

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

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NOTICE OF EGM

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**PME GROUP LIMITED**

**必美宜集團有限公司\***

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of PME Group Limited (the “**Company**”) will be held at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Wednesday, 7 January 2015 at 11:00 am for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

**ORDINARY RESOLUTION**

**“THAT:**

To appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor.”

By order of the Board of  
**PME Group Limited**  
**Wong Lik Ping**  
*Chairman*

Hong Kong, 17 December 2014

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

*Head office and principal place  
of business:*  
Room 2203, 22nd Floor  
Kwan Chart Tower  
6 Tonnochy Road  
Wanchai  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

1. A member entitled to attend and vote at the EGM 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 behalf. A proxy need not be a member of the Company but must be present in person at the EGM 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.
2. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://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 Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
3. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM 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. Save for any resolution(s) approving the procedural and administrative matters, any voting of the EGM should be taken by poll.