
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Peak Sport Products Co., Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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PEAK SPORT PRODUCTS CO., LIMITED
匹克體育用品有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1968)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening an annual general meeting of Peak Sport Products Co., Limited to be held at Rooms 1 & 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 8 May 2015 at 10:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the 2015 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (ir.peaksport.com.hk).

Whether or not you are able to attend the 2015 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar and Transfer Office (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time scheduled for the holding of the 2015 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

1 April 2015

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Granting of the Buyback and Issuance Mandates	4
3. Proposed Re-election of the Retiring Directors	5
4. 2015 AGM and Proxy Arrangement	5
5. Recommendation	5
6. General Information	6
 Appendix I — Explanatory Statement on the Buyback Mandate	 7
 Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2015 AGM	 11
 Notice of the 2015 AGM	 16

DEFINITIONS

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

“2015 AGM”	an annual general meeting of the Company to be held at Rooms 1 & 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 8 May 2015 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	Peak Sport Products Co., Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	25 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“RMB”	Renminbi, the lawful currency of the People’s Republic of China;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



PEAK SPORT PRODUCTS CO., LIMITED
匹克體育用品有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1968)

Executive Directors:

Mr. Xu Jingnan (*Chairman*)
Mr. Xu Zhihua (*Chief Executive Officer*)
Mr. Xu Zhida

Non-executive Director:

Ms. Wu Tigao

Independent Non-executive Directors:

Dr. Xiang Bing
Mr. Wang Mingquan
Mr. Feng Lisheng

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

Units 1613 & 1615, 16th Floor
Tower Two, Lippo Centre
89 Queensway
Hong Kong

1 April 2015

To the shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the 2015 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 13 May 2014, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2015 AGM, will lapse at the conclusion of the 2015 AGM.

Ordinary resolutions will be proposed at the 2015 AGM to approve the granting of new general mandates to Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. not exceeding 209,920,239 Shares on the basis that the existing issued share capital of the Company of 2,099,202,394 Shares remains unchanged as at the date of the 2015 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. not exceeding 419,840,478 Shares on the basis that the existing issued share capital of the Company of 2,099,202,394 Shares remains unchanged as at the date of the 2015 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company held after the 2015 AGM;
- (ii) the revocation or variation of the authority given under the resolution approving the Buyback Mandate/Issuance Mandate by an ordinary resolution passed by the Shareholders in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company after the 2015 AGM is required by the Articles of Association or any applicable laws to be held.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 84 of the Articles of Association, Mr. Xu Zhida and Dr. Xiang Bing shall retire by rotation at the 2015 AGM. Pursuant to Article 83(3) of the Articles of Association, Mr. Feng Lisheng, who was appointed as an independent non-executive Director with effect from 12 January 2015, shall hold office until the 2015 AGM. All of the above three Directors, being eligible, will offer themselves for re-election at the 2015 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

4. 2015 AGM AND PROXY ARRANGEMENT

The notice of the 2015 AGM is set out on pages 16 to 19 of this circular. At the 2015 AGM, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2015 AGM. An announcement on the poll results will be made by the Company after the 2015 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. A form of proxy for use at the 2015 AGM is enclosed with this circular and such form of proxy is also uploaded on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (ir.peaksport.com.hk). Whether or not you are able to attend the 2015 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Share Registrar and Transfer Office (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2015 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2015 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the 2015 AGM.

LETTER FROM THE BOARD

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Buyback Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2015 AGM.

Yours faithfully,
By order of the Board
Xu Jingnan
Chairman of the Board

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2015 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,099,202,394 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2015 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2015 AGM, i.e. being 2,099,202,394 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 209,920,239 Shares, representing 10% of the total number of Shares in issue as at the date of the 2015 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

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 accounts contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

To the best of the knowledge and belief of the Directors, the shareholdings of the controlling Shareholders as at the Latest Practicable Date and upon full exercise of the Buyback Mandate are set out below:

	As at the Latest Practicable Date		Immediately after the full exercise of the Buyback Mandate <i>(Note 5)</i>	
	Number of issued Shares held	Percentage of issued share capital of the Company	Number of issued Shares held	Percentage of issued share capital of the Company
Controlling Shareholders:				
Mr. Xu Jingnan <i>(Note 1)</i>	893,804,246	42.58%	893,804,246	47.31%
Mr. Xu Zhihua <i>(Notes 2 & 3)</i>	273,060,000	13.01%	273,060,000	14.45%
Mr. Xu Zhida <i>(Notes 2 & 4)</i>	<u>276,960,000</u>	<u>13.19%</u>	<u>276,960,000</u>	<u>14.66%</u>
	<u><u>1,443,824,246</u></u>	<u><u>68.78%</u></u>	<u><u>1,443,824,246</u></u>	<u><u>76.42%</u></u>

Note 1: These Shares were held by Ever Sound Development Limited, the entire issued share capital of which was owned as to 70% by Mr. Xu Jingnan and 30% by Ms. Wu Tigao, a non-executive Director and the spouse of Mr. Xu Jingnan.

Note 2: Mr. Xu Zhihua and Mr. Xu Zhida are the sons of Mr. Xu Jingnan.

Note 3: These Shares were held by Alpha Top Group Limited, the entire issued share capital of which was owned by Mr. Xu Zhihua.

Note 4: These Shares were held by Brilliant Lead Group Limited, the entire issued share capital of which was owned by Mr. Xu Zhida.

Note 5: It is presumed that (i) the issued share capital of the Company remained at 2,099,202,394 Shares as at the date of the 2015 AGM; and (ii) the number of Shares held by the controlling Shareholders as set out in the above table remained unchanged immediately after the full exercise of the Buyback Mandate.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

In the event that the Directors exercise in full the power to repurchase Shares under the Buyback Mandate (presuming that there is no other change in the issued share capital of the Company), the aggregate shareholding of the above controlling Shareholders would, based on their current shareholding, be increased to approximately 76.42% of the total issued share capital of the Company immediately after the full exercise of the Buyback Mandate. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate. However, the Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be in public hands. The Directors therefore will not propose to repurchase Shares if it would result in less than 25% of the Company's issued shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

7. MARKET PRICES OF SHARES

The highest and lowest prices per share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2014		
March	2.17	1.92
April	2.19	2.07
May	2.24	2.08
June	2.17	1.88
July	2.07	1.86
August	2.35	2.03
September	2.45	2.12
October	2.40	2.07
November	2.30	2.14
December	2.23	1.93
2015		
January	2.18	1.98
February	2.23	2.06
March (up to the Latest Practicable Date)	2.37	2.14

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2015 AGM

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2015 AGM according to the Articles of Association, are provided below.

(1) Mr. Xu Zhida

Position and Experience

Mr. Xu Zhida (“**Mr. Xu**”), aged 34, is an executive Director and a member of the Executive Committee of the Company. Currently, he is also a director and/or a member of senior management of certain subsidiaries of the Company. Mr. Xu is primarily responsible for the Group’s product sales, production, research and development and product design. Mr. Xu joined the Group in 2000 and has more than 10 years of experience in the sportswear industry in China.

Mr. Xu has not held other directorships in the past three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Mr. Xu and the Company, his current term of office is 3 years from 29 September 2012, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. He is also subject to retirement and re-election at an annual general meeting of the Company in accordance with the Articles of Association.

Relationships

Mr. Xu is the sole shareholder and director of Brilliant Lead Group Limited (a substantial Shareholder), a son of Mr. Xu Jingnan (a controlling Shareholder, the Chairman and an executive Director) and Ms. Wu Tigao (a controlling Shareholder and a non-executive Director), a younger brother of Mr. Xu Zhihua (a substantial Shareholder, the Chief Executive Officer and an executive Director) and the spouse of Ms. Wu Bingrui (the Sales Officer (International Sales) of the Company).

Save as disclosed above and disclosed in the immediately following section “Interests in Shares”, Mr. Xu does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu had the following interests in the Shares/underlying Shares: (a) Mr. Xu was deemed to be interested in 276,960,000 Shares, representing approximately 13.19% of the issued share capital of the Company, which were held by Billiant Lead Group Limited (a company wholly owned and controlled by Mr. Xu); and (b) Mr. Xu was deemed to be interested in 300,000 underlying Shares, representing approximately 0.01% of the issued share capital of the Company, which were the share options granted to his spouse, Ms. Wu Bingrui, to subscribe for 300,000 Shares pursuant to the Company's share option scheme.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2015 AGM

Save as disclosed above, Mr. Xu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract entered into between Mr. Xu and the Company, Mr. Xu is entitled to receive an annual salary of RMB1,000,000 and a discretionary bonus every year. The amount of the discretionary bonus, together with those of all other executive Directors, shall not be more than 10% of the Company's audited consolidated profit after taxation and minority interests but before extraordinary items. Mr. Xu is also eligible to participate in the share option scheme of the Company. The above emoluments including the discretionary bonus of Mr. Xu are determined by the Board having regard to the recommendation made by the Company's remuneration committee, the experience, responsibilities and performance of Mr. Xu, and the operating results of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Xu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

(2) Dr. Xiang Bing

Position and Experience

Dr. Xiang Bing ("Dr. Xiang"), aged 52, was appointed as an independent non-executive Director of the Company in September 2009. He is also the chairman of both the Audit Committee and Remuneration Committee and a member of the Nomination Committee of the Company. Dr. Xiang obtained a Doctor of Philosophy degree in Accounting from University of Alberta, Canada in 1991. Dr. Xiang is currently the founding dean and professor of Cheung Kong Graduate School of Business. He has extensive experience in cooperating with multi-national corporations to offer professional programs regarding, in particular, corporate governance and internal control, to their

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE 2015 AGM**

senior executives. Currently, Dr. Xiang is acting as an independent non-executive director or independent director of a number of listed companies in Hong Kong, Shenzhen and New York as follows:

Name of listed company	Stock code	Place of listing
Dan Form Holdings Company Limited	271	Hong Kong
HC International, Inc.	2280	Hong Kong
China Dongxiang (Group) Co., Ltd.	3818	Hong Kong
Enerchina Holdings Limited	622	Hong Kong
Sinolink Worldwide Holdings Limited	1168	Hong Kong
Longfor Properties Co. Ltd.	960	Hong Kong
Perfect World Co. Ltd.	NASDAQ: PWRD	New York
E-House (China) Holdings Limited	EJ	New York
Yunnan Baiyao Group Co., Ltd.	000538	Shenzhen

In the past three years, Dr. Xiang acted as an independent non-executive director or independent director of Qinchuan Machine Tool & Tool Group Share Co., Ltd. (formerly Shaanxi Qinchuan Machinery Development Co., Ltd), LDK Solar Co. Ltd., Guangzhou Automobile Group Co., Ltd. and Little Sheep Group Limited (already withdrawn the listing of its shares on the Stock Exchange). Save as disclosed above, Dr. Xiang has not held other directorships in the past three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing letter of appointment issued by the Company to Dr. Xiang, his current term of office is 3 years commencing from 29 September 2012, unless terminated by either party giving to the other not less than 2 months' prior notice in writing. He is also subject to retirement and re-election at an annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Dr. Xiang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Xiang held 200,000 share options granted by the Company, entitling him to subscribe for 200,000 Shares. Save as disclosed above, Dr. Xiang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2015 AGM

Director's emoluments

Pursuant to the letter of appointment, Dr. Xiang is entitled to receive a fixed annual director's fee of RMB180,000. He is eligible to participate in the share option scheme of the Company. The above emoluments of Dr. Xiang are determined by the Board with reference to his qualifications, experience and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Dr. Xiang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Xiang that need to be brought to the attention of the Shareholders.

(3) Mr. Feng Lisheng

Position and Experience

Mr. Feng Lisheng ("Mr. Feng"), aged 58, was appointed as an independent non-executive Director of the Company in January 2015. He is also a member each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He was graduated from the Fujian Finance and Accounting Management Cadre College with a major in accounting and auditing in 1987. Mr. Feng has been working in the banking industry for more than 30 years and has accumulated rich financial and management experience. He is currently a consultant of the China Construction Bank (the "**Bank**"), Quanzhou Branch. Mr. Feng joined the Bank since 1980 and served in several key positions in the Bank including the presidents of the Bank's Quanzhou Bincheng Branch and Huian Branch.

Mr. Feng has not held other directorships in the past three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing letter of appointment issued by the Company to Mr. Feng, his current term of office is 3 years commencing from 12 January 2015, unless terminated by either party giving to the other not less than 2 months' prior notice in writing. He is also subject to retirement and re-election at an annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Feng does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
 TO BE RE-ELECTED AT THE 2015 AGM**

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Feng was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Feng is entitled to receive a fixed annual director's fee of RMB100,000. The above emolument of Mr. Feng is determined by the Board with reference to his experience, time commitment and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Feng to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Feng that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2015 AGM



PEAK SPORT PRODUCTS CO., LIMITED 匹克體育用品有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1968)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Peak Sport Products Co., Limited (the “**Company**”) will be held at Rooms 1 & 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 8 May 2015 at 10:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2014;
2. To declare a final dividend of HK8 cents per share for the year ended 31 December 2014;
3. To re-elect Mr. Xu Zhida as an executive director of the Company;
4. To re-elect Dr. Xiang Bing as an independent non-executive director of the Company;
5. To re-elect Mr. Feng Lisheng as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint KPMG as auditor of the Company and to authorize the board of directors of the Company to fix the auditor’s remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is

NOTICE OF THE 2015 AGM

conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) 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 or any applicable laws to be held.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

NOTICE OF THE 2015 AGM

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and this approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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 or any applicable laws to be held; and

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

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of shares 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 an amount representing the number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”.

By order of the Board
Xu Jingnan
Chairman of the Board

Hong Kong, 1 April 2015

NOTICE OF THE 2015 AGM

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order 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 certified copy of that power or authority, must be deposited at the Company's Share Registrar and Transfer Office (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 8 May 2015, the register of members of the Company will be closed from Wednesday, 6 May 2015 to Friday, 8 May 2015 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the said meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar and Transfer Office (i.e. Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for registration no later than 4:30 p.m. on Tuesday, 5 May 2015.
- d. To ascertain shareholders' entitlement to the proposed final dividend upon passing of the resolution no. 2 set out in this notice, the register of members of the Company will be closed from Monday, 18 May 2015 to Wednesday, 20 May 2015 (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar and Transfer Office (i.e. Computershare Hong Kong Investor Services Limited, at its address shown in Note c above) for registration no later than 4:30 p.m. on Friday, 15 May 2015.

This circular, in both English and Chinese versions, is available on the Company's website at ir.peaksport.com.hk.

*Shareholders may at any time change their choice of language(s) (either English only or Chinese only or both languages) of the corporate communication of the Company (the "**Corporate Communication**").*

Shareholders may send their request to change their choice of language(s) of Corporate Communication in writing to the Company's Share Registrar and Transfer Office (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong).

Shareholders who have chosen to receive the Corporate Communication in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.