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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of PME Group Limited (“Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 17 November 2015 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT**

- A. the sale and purchase agreement (the “Acquisition Agreement”) dated 21 July 2015 entered into between Harvest Castle Holdings Limited (the “Purchaser”), a wholly-owned subsidiary of the Company, as the purchaser and Mr. Wong Lik Ping, an executive director (“Director”) of the Company and the chairman of the board of Directors as the vendor (the “Vendor”), (a copy of the Acquisition Agreement is tabled at the meeting and marked “A” and initialed by the chairman of the meeting (the “Chairman”) for identification purpose), pursuant to which the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell the entire issued and paid-up share capital of China Ever Grand Capital Group Limited (“Target BVI”) at a cash consideration of RMB170,847,000 pursuant to the terms and subject to the conditions set out in the Acquisition Agreement, and the execution of the Acquisition Agreement by the Purchaser, be and are hereby approved, ratified and confirmed; and that any other transactions contemplated under the Acquisition Agreement, be and are hereby approved;
- B. the capital injection agreement (the “Capital Injection Agreement”) dated 21 July 2015 entered into between Hong Kong Ever Grand Capital Limited (“Target HK”), a wholly-owned subsidiary of Target BVI and 中安股權投資基金管理(天津)有限公司 (Zhong An Equity Investment Fund Management (Tianjin) Limited) (“Zhong An”), (a copy of the Capital Injection Agreement is tabled at the meeting and marked “B” and initialed by the Chairman for identification purpose), pursuant to which Target HK and Zhong An agreed that 北京恒嘉國際融資租賃有限公司 (Beijing Ever Grand International Finance Lease Co., Ltd.) shall apply for an increase in its registered capital from US\$30

* For identification purpose only

million to US\$36 million, where the increased amount of US\$6 million shall be entirely contributed by Target HK pursuant to the terms and subject to the conditions set out in the Capital Injection Agreement, and the execution of the Capital Injection Agreement by Target HK, be and are hereby approved, ratified and confirmed; and that any other transactions contemplated under the Capital Injection Agreement, be and are hereby approved; and

- C. any one of the Directors be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she may consider necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Acquisition Agreement, the Capital Injection Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Acquisition Agreement and the Capital Injection Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
PME Group Limited
Lai Ka Fai
Executive Director

Hong Kong, 30 October 2015

Head office and principal place of business:

Room 2203, 22/F.
Kwan Chart Tower
No. 6 Tonnochy Road
Wanchai, Hong Kong

Registered office:

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

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the head office and principal place of business of the Company at Room 2203, 22/F., Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date hereof, the Board of the Company comprises (1) Mr. Wong Lik Ping, Mr. Lai Ka Fai, Mr. Feng Gang and Mr. Tao Ke as Executive Directors; (2) Mr. Cheng Kwok Woo and Ms. Yeung Sau Han Agnes as Non-Executive Directors; and (3) Mr. Goh Choo Hwee, Mr. Ho Hin Yip and Mr. U Keng Tin as Independent Non-Executive Directors.