

---

**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in Skyway Securities Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker, other registered dealer in securities, the bank 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.

---



**天順證券集團有限公司\***  
**SKYWAY SECURITIES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1141)**

**(Warrant Code: 1153)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT,  
REFRESHMENT OF THE SHARE AWARD SCHEME MANDATE LIMIT,  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Skyway Securities Group Limited to be held at Units 6601A and 6607-6608 on Level 66 of International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 8 September 2016 at 11:00 a.m. is set out on pages 19 to 24 of this circular. Whether or not you are able to attend and vote at the annual general meeting, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjourned meeting 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 adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I - EXPLANATORY STATEMENT</b> .....	11
<b>APPENDIX II - DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	14
<b>AGM NOTICE</b> .....	19

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at Units 6601A and 6607-6608 on Level 66 of International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 8 September 2016 at 11:00 a.m. (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice convening the AGM as set out on pages 19 to 24 of this circular
“Board”	the Board of Directors of the Company
“Bye-laws”	the Bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Skyway Securities Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
“Latest Practicable Date”	5 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in the circular

---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) of the Company with a nominal value of HK\$0.01 each
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Award Scheme”	the share award scheme adopted by the Company on 19 February 2016
“Share Award Scheme Mandate Limit”	the maximum number of Shares which may be granted under the Share Award Scheme which initially shall not in aggregate exceed 10% the Shares in issue as at the date of adoption of the Share Award Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share Option Scheme”	the share option scheme adopted by an ordinary resolution passed at the annual general meeting of the Company held on 24 September 2012
“Share Option Scheme Mandate Limit”	the maximum number of Shares in respect of which share options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company, which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders

---

## DEFINITIONS

---

“Shareholder(s)”	holder(s) of the Share(s) or New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

---

## LETTER FROM THE BOARD

---



# 天順證券集團有限公司\*

## SKYWAY SECURITIES GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1141)**

**(Warrant Code: 1153)**

*Executive Directors:*

Ms. Lin Yuehe (*Chairlady*)  
Mr. Wang Haixiong (*Chief Executive Officer*)  
Mr. Ng Kwok Leung  
Mr. Tam Tak Wah

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Chan Kwan Pak  
Mr. Siu Gee Tai  
Mr. Siu Siu Ling Robert

*Head Office and Principal Place*

*of Business in Hong Kong:*  
Units 6601A and 6607-6608  
Level 66 of  
International Commerce Centre,  
1 Austin Road West,  
Kowloon, Hong Kong

10 August 2016

*To the Shareholders and, for information only, the holders of the Warrants and the Share Options*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT,  
REFRESHMENT OF THE SHARE AWARD SCHEME MANDATE LIMIT,  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (d) the refreshment of the Share Option Scheme Mandate Limit; (e) the refreshment of the Share Award Scheme Mandate Limit and (f) the re-election of the retiring Directors.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

Up to the Latest Practicable Date, the total number of issued share capital of the Company is 15,555,354,248 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 3,111,070,849 New Shares and the maximum number of New Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 1,555,535,424 New Shares.

Save as disclosed in the announcement of the Company dated 29 July 2016 in relation to the possible subscription of the new shares of the Company to Soochow Securities (Hong Kong) Financial Holdings Limited, the Company did not have any plan for fund raising activities and to utilise the Issue Mandate immediately after refreshment by the Shareholders at the AGM as at the Latest Practicable Date.

In accordance with the requirements of the Listing Rules, the Company is required to 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 Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 24 September 2012.

Pursuant to the Share Option Scheme, the maximum number of Shares in respect of which share options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of adoption of the Share Option Scheme. The Company may refresh the Share Option Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (i) the Share Option Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of approval of the refreshment of the Share Option Scheme Mandate Limit; and

---

## LETTER FROM THE BOARD

---

- (ii) share options previously granted under any existing schemes (including share options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised share options) shall not be counted for the purpose of calculating the limit as refreshed.

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

The existing Share Option Scheme Mandate Limit was refreshed at the annual general meeting of the Company held on 8 September 2015, pursuant to which the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 946,413,589 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting and 946,000,000 options were granted to certain eligible participants (as defined in the Share Option Scheme) on 18 September 2015 and 12 October 2015. Save as Mr. Ng Kwok Leung and Mr. Tam Tak Wah who are the executive directors of the Company, none of the Grantees, or any of their respective associates (as defined in the Listing Rules), is a director, chief executive or substantial shareholder of the Company. On 29 January 2016, the aforesaid 946,000,000 options have been adjusted to 1,005,598,000 options due to the issue of bonus warrant of the Company. As at the Latest Practicable Date, there are a total number of 1,005,598,000 options granted but unexercised.

Save as disclosed, there are no options under the Share Option Scheme or any other schemes of the Company granted which remain outstanding or unexercised as at the Latest Practicable Date.

As at the Latest Practicable Date, the total number of issued share capital of the Company is 15,555,354,248 Shares. Assuming that there is no change in the number of issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, upon approval of the refreshment of the Share Option Scheme Mandate Limit by Shareholders, the Company may grant share options entitling holders thereof to subscribe for a total of 1,555,535,424 Shares (representing 10% of the Shares in issue as at the date of the AGM approving the refreshment of the Share Option Scheme Mandate Limit). As at the Latest Practicable Date, the Company did not have any plan to grant options under the Share Option Scheme immediately after the approval of the refreshment of the Share Option Scheme Mandate Limit at the AGM.

The Company believes that the refreshment of the Share Option Scheme Mandate Limit will allow the Company to achieve the purpose of the Share Option Scheme which is to provide incentive or reward to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Company. The Directors consider that the refreshment of the Share Option Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those eligible participants by way of granting of options.



---

## LETTER FROM THE BOARD

---

The refreshment of the Share Option Scheme Mandate Limit is conditional on:

- (a) the passing of an ordinary resolution to approve the refreshment of the Share Option Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, Shares (representing a maximum of 10% of Shares in issue as at the date of the AGM approving the refreshment of the Share Option Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of share options under the Share Option Scheme and any other share option scheme(s) of the Company.

Application will be made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, Shares or New Shares (as the case may be) (representing a maximum of 10% of Shares or New Shares (as the case may be) in issue as at the date of the AGM approving the refreshment of the Share Option Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of share options under the Share Option Scheme and any other share option scheme(s) of the Company.

#### **4. REFRESHMENT OF SHARE AWARD SCHEME MANDATE LIMIT**

The Company adopted the existing Share Award Scheme on 19 February 2016. Pursuant to the Listing Rules and the terms of the Share Award Scheme, the maximum number of Awarded Shares (as defined under the Share Award Scheme) must not exceed 1,261,820,125 Shares, representing 10% of the Shares in issue on 19 February 2016.

The Share Award Scheme Mandate Limit was not refreshed since the adoption of the Share Award Scheme.

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of 10 years commencing on its adoption date.

The eligible persons under the Share Award Scheme shall include (i) any eligible person, executives, officers, employees, directors of the Company or of any its subsidiary, (ii) any holder of any securities issued by any member of the Group or any controlling shareholder and (iii) any business or joint venture partner, contractor, agent or representative, any person provides research development or technological support or any advisory, consultancy, professional services to the business of the Group, any investor, vendor, supplier, developer or licensor, any customer, licensee, wholesaler, retailer, trader or distributor of goods or services of or to any member of the Group and other persons which have contributed or will contribute to the growth and development of the Group.

---

## LETTER FROM THE BOARD

---

Get Nice Securities Limited, a licensed corporation under the SFO, is currently acting as the independent trustee for the Share Award Scheme. Under the Share Award Scheme, Shares may be acquired by the administration committee or the independent trustee at the cost of the Company by way of on-market purchase. Such Shares will be held in trust and will vest to the relevant selected eligible persons until the vesting criteria and conditions (if any) have been satisfied. No new shares will be issued under the Share Award Scheme.

The voting rights in respect of any Awarded Shares, which have been granted to relevant selected eligible persons, shall be exercised in accordance with the instructions of relevant selected eligible persons. Notwithstanding that the independent trustee is the legal holder of the Awarded Shares held upon trust pursuant to the trust deed, the independent trustee shall not exercise the voting rights attached to such Shares.

The Company may refresh the Share Award Scheme Mandate Limit at any time subject to prior Shareholders' approval provided that:

- (i) the Share Award Scheme Mandate Limit so refreshed must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval of the refreshed Share Award Scheme Mandate Limit; and
- (ii) Awarded Shares previously granted under the Share Award Scheme will not be counted for the purpose of calculating the Share Award Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the Company will not issue or grant any Awarded Shares under the Share Award Scheme which would result in the total number of the Awarded Shares together with Shares which may be issued upon exercise of all outstanding Share Options granted but yet to be exercised under the Share Option Scheme of the Company representing in aggregate over 30% of the Shares in issue as at the date of such grant (the **"30% Aggregate Limit for the Share Option Scheme and the Share Award Scheme"**).

The previous Share Award Scheme Mandate Limit as at the date of adoption of the Share Award Scheme will be lapsed upon the refreshment in the coming AGM.

The Company will comply with the relevant requirements of the Listing Rules when it proposes to grant any Awarded Shares to its connected persons.

---

## LETTER FROM THE BOARD

---

Up to the Latest Practicable Date, none of the Shares were acquired from the market by the independent trustee since 19 February 2016 in accordance with the Share Award Scheme. No Shares have been granted to the Eligible Persons of the Group under the Share Award Scheme. Subsequent to the adoption of the Share Award Scheme in 19 February 2016, though no Awarded Shares have been granted under the Share Award Scheme, the number of Shares in issue has increased from 12,618,201,252 Shares to 15,555,354,248 Shares as at the Latest Practicable Date. The Directors consider that the Company should refresh the Share Award Scheme Mandate Limit so that the Company has greater flexibility to provide incentives to, and recognize the contributions of the Eligible Persons under the terms of the Share Award Scheme. The Directors consider that the Refreshment of the Share Award Scheme Mandate Limit is in line with the purpose of the Share Award Scheme and is in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, there were 15,555,354,248 Shares in issue. Assuming no further issue or repurchase of Shares prior to the AGM, upon refreshment of the Share Award Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Awarded Shares up to a maximum number of 1,555,535,424 Shares, representing 10% of the issued share capital of the Company as at the date of AGM. The total number of Shares which may be granted upon the “refreshed” Share Award Scheme Mandate Limit is 1,555,535,424 Shares. As at the Latest Practicable Date, the Company did not have any plan to grant Award Shares immediately after the approval of the refreshment of the Share Award Scheme Mandate Limit at the AGM. The Company will not issue or grant any Awarded Shares under the Share Award Scheme which would result in exceeding the 30% Aggregate Limit for the Share Option Scheme and the Share Award Scheme.

### **5. RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to bye-law 86(2) of the Bye-laws, Ms. Lin Yuehe and Mr. Wang Haixiong will hold office until the forthcoming AGM and, being eligible, will offer themselves for re-election at the forthcoming AGM.

In accordance with bye-law 87 of the Bye-laws, Mr. Chan Kwan Pak and Mr. Siu Siu Ling, Robert will retire by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election at the forthcoming AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **6. VOTING AT THE AGM**

The AGM Notice is set out on pages 19 to 24 of this circular. The AGM will be convened and held at Units 6601A and 6607-6608 on Level 66 of International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 8 September 2016 at 11:00 a.m., which contains, inter alia, ordinary resolutions to approve (i) the granting to the Directors of the Issue Mandate; (ii) the granting to the Directors of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (iv) the refreshment of the Share Option Scheme Mandate Limit; (v) the refreshment of the Share Award Scheme Mandate Limit; and (vi) the re-election of the retiring Directors.

---

## LETTER FROM THE BOARD

---

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the Chairman of the AGM to demand for a poll for the ordinary resolutions and special resolutions put to the vote of the AGM in accordance with the Bye-laws.

No Shareholders are required to abstain from voting at the AGM on the refreshment of the Share Option Scheme Mandate Limit and the Share Award Scheme Mandate Limit.

### **7. ACTION TO BE TAKEN**

A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### **8. RECOMMENDATION**

The Directors consider that the proposed resolutions referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### **9. 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.

### **10. ADDITIONAL INFORMATION**

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

Yours faithfully,  
On behalf of the Board  
**Skyway Securities Group Limited**  
**Lin Yuehe**  
*Chairlady*

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 AGM in relation to the granting of the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued share capital of the Company is 15,555,354,248 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,555,535,424 New Shares, representing 10% of the New Shares in issue of the Company as at the date of the AGM.

## **2. SOURCE OF FUNDS**

In repurchasing Shares, the Company may only apply funds legally available for the purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws provide that funds used for a share repurchase may only be paid out of the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

## **3. REASONS FOR REPURCHASES**

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

## **4. IMPACT OF REPURCHASES**

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 March 2016, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a

material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## **5. SHARES PRICES**

The highest and lowest prices at which the Shares of the Company have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2015</b>		
August	0.260	0.170
September	0.255	0.188
October	0.240	0.196
November	0.202	0.173
December	0.216	0.123
<b>2016</b>		
January	0.200	0.141
February	0.149	0.131
March	0.196	0.142
April	0.239	0.189
May	0.238	0.193
June	0.249	0.227
July	0.305	0.223
August (up to the Latest Practicable Date)	0.231	0.214

## **6. EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, 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.

The Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

**7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any 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 Repurchase Mandate is approved by the Shareholders.

**8. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**9. REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

**10. GENERAL**

The Listing Rules prohibit a company from making repurchase 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 do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The following are the details of the Directors proposed to be re-elected at the AGM.

**Ms. Lin Yuehe (“Ms. Lin”)**, *Executive Director and Chairlady of the Company*

Ms. Lin, aged 59, joined the Company as an Executive Director and the Chairlady of the Company on 1 March 2016. Concurrently Ms. Lin is a general manager in a property developer in mainland China and she has over 25 years of experience in property development including acquisition of land, planning, sales and marketing, project financing and related business development.

With her relevant working experience, Ms. Lin will be primarily responsible for the formulation of business strategy and development of the Group, and will review the Group’s investment portfolio from time to time. She will also give strategic advice and make recommendation on development directions on the operation and overall management of the Group.

Save as disclosed above, Ms. Lin has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years.

As at the Latest Practicable Date, Ms. Lin held 20,000 Shares in the Company and save as disclosed above, Ms. Lin does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Lin is the sister of a substantial shareholder of the Company, Mr. Lam Hoi Sze, as at the Latest Practicable Date. As at the Latest Practicable Date, Mr. Lam Hoi Sze is interested in 2,106,000,000 shares of the Company, representing approximately 13.54% of the issued share capital of the Company. Save as disclosed above, Ms. Lin does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Ms. Lin. The directorship of Ms. Lin will be subject to retirement by rotation and re-election pursuant to the Company’s Bye-laws. Ms. Lin is entitled to receive a director’s remuneration of HK\$390,000 per annum which has been approved by the Remuneration Committee of the Company based on her qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director’s remuneration of Ms. Lin is subject to annual review by the Remuneration Committee of the Company and the Board. The director’s fee of Ms. Lin for the year ended 31 March 2016 amounted to HK\$30,000 which was calculated on a pro-rata basis from her date of appointment.



Save as disclosed above, Ms. Lin has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**Mr. Wang Haixiong (“Mr. Wang”)**, *Executive Director and Chief Executive Officer of the Company*

Mr. Wang, aged 44, has been appointed as an Executive Director and the Chief Executive Officer of the Company on 22 July 2016. Mr. Wang holds a Master degree in Economics from Economic Management School of Jilin University and a Bachelor degree in Economics from Lingnan College of Sun Yat-sen University. He has obtained top scorer of Science in the matriculation examination in Hainan Province in 1989. Mr. Wang has extensive experience in professional investment and corporate management. Mr. Wang has been the director of Skyway Asset Management Limited, being a subsidiary of the Company since August 2015. Prior to joining the Group, Mr. Wang served as an executive director of China Soft Power Technology Holdings Limited (“**China Soft**”) during the period from April 2015 to July 2016, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Wang also served as the chairman of China Soft during the period from April 2015 to November 2015. Mr. Wang served as a vice president of China Asset Management (Hong Kong) Limited, a member of the Investment Committee, a deputy director of corporate investments and a chief investment officer of China Asset Management Co., Ltd. from 2010 to February 2015. During 2003 to 2010, Mr. Wang served as a general manager of the head office of investment management of Goldstate Securities Joint Stock Co., Ltd. and a vice president of Goldstate Securities Joint Stock Co., Ltd.

Save as disclosed above, Mr. Wang has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years.

As at the Latest Practicable Date, Mr. Wang does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As disclosed above, during the period from April 2015 to July 2016, Mr. Wang served as an executive director of China Soft which is a substantial shareholder of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Wang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to the director's service agreement between the Company and Mr. Wang, he has been appointed with effect from 22 July 2016 and will continue until it is terminated in accordance with the terms of the aforesaid service agreement. The directorship of Mr. Wang will be subject to retirement by rotation and reelection pursuant to the Company's Bye-Laws. Mr. Wang is entitled to receive a director's remuneration of HK\$80,000 per month which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Wang is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, Mr. Wang has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are these other matters that need to be brought to the attention of the shareholders.

**Mr. Chan Kwan Pak ("Mr. Chan")**, *Independent Non-executive Director, chairman of the Audit Committee, member of the Remuneration Committee and Nomination Committee of the Company*

Mr. Chan, aged 60, has been appointed as an Independent Non-executive Director of the Company on 30 July 2015. Mr. Chan is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators as well as the Hong Kong Institute of Chartered Secretaries. Mr. Chan holds a Master's degree in Business Administration and a Bachelor of Laws degree. Mr. Chan is currently a consultant to a number of companies listed on the Stock Exchange, advising them on corporate governance issues. Mr. Chan was appointed by the Hong Kong SAR Government as an Adjudicator of the Registration of Persons Tribunal during the period from 2005 to 2011. He is the Honorary Secretary and a Council Member of the Energy Saving & Environment Concern Alliance. Mr. Chan is currently an independent non-executive director of Pearl Oriental Oil Limited, a Company listed on the main board of the Stock Exchange (Stock code: 632). Mr. Chan was a non-executive director of Ruifeng Petroleum Chemical Holdings Limited ("**Ruifeng**"), a company listed on GEM Board of the Stock Exchange (Stock Code: 8096), during the period from 11 August 2008 to 9 October 2015. Ruifeng is in winding-up proceedings, which was commenced after Mr. Chan ceased to be its non-executive director.

Save as disclosed above, Mr. Chan has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years.

As at the Latest Practicable Date, Mr. Chan does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chan does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Chan has not entered into any letter of appointment with the Company. Mr. Chan is not appointed for any specific length or proposed length of service with the Company but subject to retirement by rotation and reelection pursuant to the Company's Bye-laws. Mr. Chan is entitled to receive a director's fee of HK\$20,000 per month which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's fee of Mr. Chan is subject to annual review by the Remuneration Committee and the Board. The director's remuneration of Mr. Chan for year ended 31 March 2016 amounted to approximately HK\$161,000 which was calculated on a pro-rata basis from his date of appointment.

Save as disclosed above, Mr. Chan has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**Mr. Siu Siu Ling, Robert ("Mr. Robert Siu")**, *Independent Non-executive Director, chairman of the Remuneration Committee, member of the Audit Committee and Nomination Committee of the Company*

Mr. Robert Siu, aged 64, has been appointed as Independent Non-executive Director of the Company on 24 July 2015. He is a sole proprietor of the firm, Messrs. Robert Siu & Co., Solicitors. He is an independent non-executive director of Central Wealth Financial Group Limited (Stock Code: 0572), a company listed on the main board of the Stock Exchange, and independent non-executive director of Kaisun Energy Group Limited (Stock Code: 8203) and Finet Group Limited (Stock Code: 8317), both of them are listed on the growth enterprise market of the Stock Exchange. Mr. Robert Siu was a director of MBMI Resources Inc. during the period from November 2012 to March 2015, a company listed on the Toronto Stock Exchange. Mr. Robert Siu holds a bachelor's degree in laws from University of London in the United Kingdom and a postgraduate certificate in laws from The University of Hong Kong and a master degree in laws from University of Greenwich. He has been admitted as a solicitor in Hong Kong since 1992 and has been admitted as a solicitor in England and Wales since 1993. His legal practice is mainly in the field of commercial and corporate finance.

Save as disclosed above, Mr. Robert Siu has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years.

As at the Latest Practicable Date, Mr. Robert Siu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Robert Siu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract entered into between the Company and Mr. Robert Siu. The directorship of Mr. Robert Siu will be subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Robert Siu is entitled to receive a director's remuneration of HK\$240,000 per annum which has been approved by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Robert Siu is subject to annual review by the Remuneration Committee of the Company and the Board. The director's fee of Mr. Robert Siu for the year ended 31 March 2016 amounted to HK\$165,000 which was calculated on a pro-rate from his date of appointment.

Save as disclosed above, Mr. Robert Siu has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

---

## AGM NOTICE

---



# 天順證券集團有限公司\*

## SKYWAY SECURITIES GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1141)**

**(Warrant Code: 1153)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Skyway Securities Group Limited (the “**Company**”) will be held at Units 6601A and 6607-6608 on Level 66 of International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 8 September 2016 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2016.
2. To re-elect the directors of the Company and to authorise the Board of Directors of the Company to fix the directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.

### ORDINARY RESOLUTIONS

4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

(A) “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* For identification purpose only

---

## AGM NOTICE

---

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of options under a share option scheme of the Company;
  - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or
  - (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 the shares of the Company in accordance with the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) 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 an ordinary resolution passed by the Company’s shareholders in general meetings; and

---

## AGM NOTICE

---

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

“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 of members 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 recognised regulatory body or any stock exchange).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which its shares of the Company may be listed and is recognised by Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases for this purpose, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; 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;

---

## AGM NOTICE

---

- (ii) the revocation or variation of the authority given under this resolution by an 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 Bye-laws of the Company or any applicable laws to be held."
- (C) **"THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the **"Notice"**), the general mandate referred to in the resolution numbered 4(A) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of the 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 aggregate nominal amount of the shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

**"THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company to be issued upon the exercise of options under the share option scheme adopted by the Company on 24 September 2012 (the **"Share Option Scheme"**), the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the **"Refreshed Share Option Scheme Mandate Limit"**) and that the directors of the Company be and are hereby unconditionally authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Refreshed Share Option Scheme Mandate



---

## AGM NOTICE

---

Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution of the Company:

“**THAT** pursuant to the Share Award Scheme of the Company adopted on 19 February 2016 (the “**Share Award Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Share Award Scheme Mandate Limit (as defined below) under the Share Award Scheme provided that (i) the total number of Shares which may be granted under the Share Award Scheme shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution (the “**Share Award Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other incentive or share option schemes and may be issued under the Share Award Scheme of the Company must not exceed 30 per cent. of the Shares in issue from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant Shares under the Share Award Scheme up to the refreshed Share Award Scheme Mandate Limit.”

By Order of the Board  
**Skyway Securities Group Limited**  
**Lin Yuehe**  
*Chairlady*

Hong Kong, 10 August 2016

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

Units 6601A and 6607-6608 on Level 66 of International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

---

## AGM NOTICE

---

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her 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/she 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/her 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 Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general 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/she 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.
6. An explanatory statement containing further details regarding the resolution numbered 4(B) above is set out in Appendix I to this circular.