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

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Yat Sing Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**YAT SING HOLDINGS LIMITED****日成控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 3708)****RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held on Wednesday, 30 November 2016 at 11:30 a.m. at Room 1402, 14/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

6 October 2016

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Wednesday, 30 November 2016 at 11:30 a.m. at Room 1402, 14/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 18 to 22 of this circular;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	Yat Sing Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 10 in the AGM Notice;
“Latest Practicable Date”	30 September 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

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## DEFINITIONS

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“Listing Date”	14 January 2015, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) prior to its repeal and replacement on 3 March 2014 by the Companies Ordinance and the Companies (Winding up and Miscellaneous Provisions) Ordinance;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 11 in the AGM Notice;
“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;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Buy-backs.

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## LETTER FROM THE BOARD

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### YAT SING HOLDINGS LIMITED 日成控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3708)**

*Executive Directors:*

Mr. Lai Aizhong (*Chairman*)  
Mr. Liu Winson Wing Sun  
Mr. Kan Yiu Keung (*Chief Executive Officer*)  
Mr. Chan Lo Kin

*Registered Office:*

Clifton House 75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Non-executive Director:*

Mr. Kan Yiu Kwok

*Head Office and Principal Place of Business:*

Room 1402, 14/F  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Ms. Tong Sze Wan  
Mr. Guo Biao  
Ms. Song Dan

6 October 2016

*To the Shareholders,*

Dear Sir or Madam,

### **RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) furnish you details of the proposed re-election of retiring Directors; (iii) set out an explanatory statement regarding the Repurchase Mandate; and (iv) give you notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its Shareholders on 20 November 2015. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108(a) of the Articles, Mr. Liu Winson Wing Sun, Mr. Kan Yiu Kwok and Ms. Tong Sze Wan shall retire by rotation at the AGM and all of them, being eligible, have offered themselves for re-election at the AGM.

Pursuant to article 112 of the Articles, Mr. Lai Aizhong, Mr. Guo Biao and Ms. Song Dan shall retire at the AGM and all of them, being eligible, have offered themselves for re-election.

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

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Wednesday, 30 November 2016 at 11:30 a.m. at Room 1402, 14/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 22 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension to the Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

By order of the Board of  
**YAT SING HOLDINGS LIMITED**  
**Lai Aizhong**  
*Chairman*

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

### **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 30 June 2016 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

### **3. REASONS FOR REPURCHASES**

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

### **4. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,118,800,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 111,880,000 Shares.

## 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and articles of association of the Company.

## 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of 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 purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's 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.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Capacity/Nature	Number of Shares held/interested	Approximate% of interest	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Profound Union Limited ("Profound")	Beneficial owner	599,100,000 (long position)	53.55%	59.50%
Mr. Liu Su Ke	Interest of a controlled corporation ( <i>Note 1</i> )	599,100,000 (long position)	53.55%	59.50%
Ms. Ho Fung Chun	Interest of spouse ( <i>Note 2</i> )	599,100,000 (long position)	53.55%	59.50%
Mr. Chen Weizhong	Beneficial owner	112,650,000	10.07%	11.19%
Mr. Chen Qiongshan	Beneficial owner	100,830,000	9.01%	10.01%

*Notes:*

- (1) These Shares are held by Profound, the entire issued share capital of which is legally and beneficially owned as to approximately 40.31% by Mr. Liu Su Ke, approximately 14.52% by Mr. Lai Kwan Hin, approximately 11.16% by Mr. Kan Yiu Keung, approximately 11.16% by Mr. Kan Yiu Kwok, approximately 6.42% by Mr. Kan Man Hoo, approximately 5.80% by Mr. Yau Shik Fan, Eddy, approximately 5.58% by Mr. Liu Winson Wing Sun and approximately 5.04% by Mr. Chan Lo Kin. Therefore, Mr. Liu Su Ke is deemed, or taken to be, interested in all Shares held by Profound for the purpose of the SFO.
- (2) Ms. Ho Fung Chun is the spouse of Mr. Liu Su Ke. Accordingly, Ms. Ho Fung Chun is deemed, or taken to be, interested in all Shares and underlying Shares in which Mr. Liu Su Ke is interested for the purpose of the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

## **7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the months from the Listing Date up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2015</b>		
September	1.29	1.00
October	1.13	0.90
November	0.84	0.68
December	0.92	0.75
<b>2016</b>		
January	0.91	0.67
February	0.87	0.68
March	0.87	0.72
April	0.85	0.69
May	1.04	0.75
June	0.90	0.76
July	0.86	0.75
August	0.76	0.57
September	1.60	0.61

Set out below are details of the Directors proposed to be re-elected at the AGM.

**Mr. LIU Winson Wing Sun**

Mr. LIU Winson Wing Sun (廖永樂先生), aged 41, was appointed as a Director on 17 September 2014 and re-designated as an executive Director with effect from 6 October 2014.

Mr. LIU is one of the controlling shareholders of the Company. He is also a director of ABO Group Limited and Sing Fat Construction Company, Limited (“Sing Fat Construction”), which are two subsidiaries of the Company. He has over 13 years of experience in building maintenance and renovation contracting service industry in Hong Kong. Mr. LIU is primarily responsible for the overall management, strategic planning and business development of the Group. He is also our safety director who is responsible for overseeing all occupational health, safety and environmental matters of the Group. Mr. LIU also acts as one of our construction managers for project execution in respect of some of our projects. Mr. LIU joined the Group as a works coordinator in March 2002 and has been promoted to safety director in November 2005 and construction manager in January 2009. Prior to joining the Group in March 2002, he worked as an assistant valuer at the Associated Surveyors and Auctioneers Limited, a company principally engaged in property valuation and auctioneering services where he was responsible for providing assistance in property valuation and preparation of valuation reports.

Mr. LIU graduated from the University of Technology, Sydney in Australia in May 1999 with a Bachelor of Land Economics. He further obtained his diploma in construction, a distance learning course organised by the College of Estate Management in England in February 2004 and a professional diploma in corporate governance and directorship from the Hong Kong Institute of Directors in November 2008. Mr. LIU was admitted as an incorporate member of the Chartered Institute of Building in June 2004 and a member of the Australian Institute of Building in September 2007. He was admitted as a member of the Hong Kong Institute of Construction Managers in January 2009 and an associate of the Australian Property Institute in February 2011.

Mr. LIU was a non-executive director of Jiangsu Nandasoft Technology Company Limited (a H-share company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8045), primarily engaged in the development, manufacturing and marketing of network security software, internet application software, educational software and business application software) since November 2008 and was re-designated as an executive director of Jiangsu Nandasoft Technology Company Limited during the period between May 2013 and March 2014. From March 2014 to November 2014, Mr. LIU had been re-designated as a non-executive director of Jiangsu Nandasoft Technology Company Limited. Mr. LIU has retired from his position as a non-executive director of Jiangsu Nandasoft Technology Group Limited with effect from 6 November 2014.

Mr. LIU was a director of Commsecure.com Limited (a company primarily engaging in information technology), which was incorporated in Hong Kong, prior to its dissolution on 12 December 2003. This company was dissolved by way of deregistration under section 291AA of the Predecessor Companies Ordinance because it ceased to carry on any business or operation. Under section 291AA of the Predecessor Companies Ordinance, an application to deregister a private company can only be made if (a) all the members of the company agree to the deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) the company has no outstanding liabilities. Mr. Liu confirmed that there is no wrongful act on his part leading to the dissolution and is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution, and that his involvement in the above company was part and parcel of his services as a director of this company and that no misconduct or misfeasance had been involved in the dissolution of this company.

Mr. LIU is the son of Mr. LIU Su Ke, who is one of the controlling shareholders of the Company.

Save as disclosed above, Mr. LIU does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date or hold any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Mr. LIU does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. LIU has entered into a director's service agreement with the Company for a term commencing from the Listing Date and ending on the date of the annual general meeting of the Company to be held in 2017, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving the other party six months' written notice in advance. The director's remuneration of Mr. LIU is HK\$1,140,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. LIU as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. KAN Yiu Kwok**

Mr. KAN Yiu Kwok (簡耀國先生), aged 52, was appointed as a non-executive Director with effect from 6 October 2014. Mr. KAN is one of the controlling shareholders. He has served as a director of Sing Fat Construction since September 2000.

Mr. KAN did not participate in the day-to-day management and operation of the Group. Since March 2000, he has been the managing director of Ying Wah Securities Company Limited, a licenced corporation to carry on Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (“SFO”). Mr. KAN worked as a director of Rich China Engineering Limited (a subcontractor for building maintenance projects) from April 1998 to August 2000. From May 1994 to March 1998 he worked as director of Jetkind Construction Engineering Limited which is also a subcontractor for building maintenance and renovation service. From March 1991 to April 1994, he worked as a partner at Kai Shing Construction Company (a company primarily engaged in subcontracting works on building maintenance). Mr. KAN has been the vice-chairman of Guangzhou Haizhu Overseas Friendship Liaison Association since October 2009 which is an association for liaison with overseas Chinese. Mr. KAN studied in Lui Ming Choi Lutheran College from 1979 to 1981.

Mr. KAN was a director of Jetkind Construction Engineering Limited (a company primarily engaged in subcontracting works on building maintenance) and Rich China Engineering Limited (a company primarily engaging in subcontracting works on building maintenance projects), both of which were incorporated in Hong Kong, prior to their dissolutions on 28 May 2004 and 23 September 2011, respectively. These companies were dissolved by way of deregistration under section 291AA of the Predecessor Companies Ordinance because they ceased to carry on any business or operation. Mr. KAN confirmed that there is no wrongful act on his part leading to the dissolutions and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services as a director of these companies and that no misconduct or misfeasance had been involved in the dissolution of these companies.

Mr. KAN is the brother of Mr. KAN Yiu Keung, who is an executive Director and Chief Executive Officer and one of the controlling shareholders of the company.

Save as disclosed above, Mr. KAN does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date or hold any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Mr. KAN does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. KAN has entered into a director's service agreement with the Company for a term commencing from the Listing Date and ending on the date of the annual general meeting of the Company to be held in 2017, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving the other party six months' written notice in advance. The director's remuneration of Mr. KAN is HK\$120,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. KAN as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

#### **Ms. TONG Sze Wan**

Ms. TONG Sze Wan (唐詩韻小姐), aged 44, is an independent non-executive Director, the chairman of the audit committee, a member of each of the nomination committee and remuneration committee. Ms. TONG has over 19 years of experience in auditing and accounting. From November 2002 to March 2014, Ms. TONG was the company secretary of Jiangsu Nandasoft Technology Company Limited (a H-share company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8045) which is primarily engaged in the development, manufacturing and marketing of network security software, internet application software, educational software and business application software). Ms. TONG was an accounting manager from September 1998 to May 2000 in Dong-Jun Holdings Limited (now known as Heritage International Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 412) and is principally engaged in property development). She had also worked at Ernst & Young as an auditor during the period from August 1995 to October 1998. Ms. TONG graduated from Hong Kong Baptist University with a Bachelor in Accounting in November 1995. She is also an associate member of the Hong Kong Institute of Certified Public Accountants since February 2001 and a fellow member of Association of Chartered Certified Accountants since November 2003.

Ms. TONG was a director of Anson Consulting Company Limited (安譽顧問有限公司) (a company primarily engaged in provision of secretarial services), a company incorporated in Hong Kong, prior to its dissolution on 31 July 2009. This company was dissolved by way of striking off under section 291 of the Predecessor Companies Ordinance because it ceased to carry on any business or operation. Ms. TONG confirmed that there is no wrongful act on her part leading to the dissolution and is not aware of any actual or potential claim has been or will be made against her as a result of the dissolution, and that her involvement in the above company was part and parcel of her services as a director of this company and that no misconduct or misfeasance had been involved in the dissolution of this company.

Save as disclosed above, Ms. TONG does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date or hold any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Ms. TONG does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. TONG has entered into a director's service agreement with the Company for a term commencing from the Listing Date and ending on the date of the annual general meeting of the Company to be held in 2017, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving the other party six months' written notice in advance. The director's remuneration of Ms. TONG is HK\$120,000 per annum which is determined with reference to her duties and responsibilities within the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. TONG as a Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. LAI Aizhong**

Mr. LAI Aizhong (賴愛忠先生), aged 51, is an executive Director and chairman of the Board. He was graduated from the Beijing Technological College (\*北京技術研修學院) and obtained the EMBA in Tsinghua University. Mr. LAI has extensive experience in corporate management, merger and acquisition and corporate taxation. He is currently the Chairman of the Board of Shenzhen Bosum Asset Management Limited (深圳市博商資產管理有限公司, “Shenzhen Bosum”), the Chairman of the Board of China Bosum Asset Management Limited (Hong Kong) (中國博商資產管理有限公司(香港)), the President of Tsinghua University in Shenzhen Bosum Association Industry Association (深圳清華大學博商同學會行業協會), the General Manager of Tsinghua University in Shenzhen Bo Business Partnership Fund (深圳市清華大學博商基金), the Guangdong Region Managing Partner of Zhejiang Changsheng Venture Capital Partnership (浙江常晟創業投資合夥企業), the Director of Guangzhou Aodelin Electronics Co., Ltd. (廣州市澳錫林電子有限公司), and the Director of Seed Technology Co., Ltd. (西迪技術股份有限公司).

Mr. LAI, through his 51% shareholdings of Shenzhen Bosum, is interested in 8,240,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. LAI has not entered into any service contract with the Company which is not terminable by the Company within one year without payment of compensation (other than statutory compensation). On 3 March 2016, the Company entered into a letter of appointment with Mr. LAI, pursuant to which Mr. LAI shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the articles of association of the Company. Mr. LAI is entitled to a director’s fee of HK\$80,000 per month which is determined by arm’s length negotiation between Mr. LAI and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. LAI (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any position with the Company or any members of the Group.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

\* *for identification propose only*

**Mr. GUO Biao**

Mr. GUO Biao (郭彪先生), aged 33, is an independent non-executive Director, the chairman of the remuneration committee and a member of each of the audit committee and nomination committee. He has a master degree in management from University of South China, and a bachelor degree in management from the Henan University of Economics & Laws. He has extensive experience in financial services industries. Mr. GUO is currently the Chief Investment Officer in Yue Xiu Investment & Consultancy Limited (越秀投資諮詢有限公司).

On 3 March 2016, the Company entered into a letter of appointment with Mr. GUO, pursuant to which Mr. GUO shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. Mr. GUO is entitled to a director's fee of HK\$11,000 per month which is determined by arm's length negotiation between Mr. GUO and the Company and with reference to the duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. GUO (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any position with the Company or any members of the Group.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Ms. SONG Dan**

Ms. SONG Dan (宋丹小姐), aged 32, is an independent non-executive Director and a member of the audit committee. She graduated from the Xiangtan University, Xiangtan City, Hunan Province. She is a degree holder in financial management. She is currently the managing director of Hunan Huiming Agricultural Development Co., Ltd. (\*湖南惠明農業發展有限公司). Ms. SONG had served as the president of retail banking in China Merchants Bank Company Limited (招商銀行股份有限公司). She has in-depth knowledge on financial and banking businesses.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. SONG as a Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

On 3 March 2016, the Company entered into a letter of appointment with Ms. SONG, pursuant to which Ms. SONG shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the article of association of the Company. Ms. SONG is entitled to a director's fee of HK\$11,000 per month which is determined by arm's length negotiation between Ms. SONG and the Company and with reference to the duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. SONG (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any position with the Company or any members of the Group.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

\* *for identification propose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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### YAT SING HOLDINGS LIMITED

### 日成控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3708)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Meeting”) of Yat Sing Holdings Limited (the “Company”) will be held on Wednesday, 30 November 2016 at 11:30 a.m. at Room 1402, 14/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company and its subsidiaries for the year ended 30 June 2016.
2. To re-appoint SHINEWING (HK) CPA Limited as the independent auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. To re-elect Mr. Liu Winson Wing Sun as an executive director of the Company.
4. To re-elect Mr. Kan Yiu Kwok as a non-executive director of the Company.
5. To re-elect Ms. Tong Sze Wan as an independent non-executive director of the Company.
6. To re-elect Mr. Lai Aizhong as an executive director of the Company.
7. To re-elect Mr. Guo Biao as an independent non-executive director of the Company.
8. To re-elect Ms. Song Dan as an independent non-executive director of the Company.
9. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, 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 additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the “Articles”) from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:
  - “Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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).”

11. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company's articles of association to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
12. “**THAT** conditional upon the passing of Resolution Nos. 10 and 11 as set out in this notice convening the Meeting of which this Resolution forms part (“this Notice”), the general mandate granted to the directors of the Company pursuant to Resolution No. 10 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 11 as set out in this 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 this Resolution.”

By Order of the Board of  
**YAT SING HOLDINGS LIMITED**  
**Lai Aizhong**  
*Chairman*

Hong Kong, 6 October 2016

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
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 authorized to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, 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 the 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. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 11 as set out in this notice is set out in Appendix I to the circular of the Company dated 6 October 2016 (the "Circular").
8. The Register of Members of the Company will be closed from Friday, 25 November 2016 to Wednesday, 30 November 2016, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4.00 p.m. on Thursday, 24 November 2016.
9. Concerning Ordinary Resolutions Nos. 3 to 8 as set out in this notice, each of Mr. Liu Winson Wing Sun, Mr. Kan Yiu Kwok, Ms. Tong Sze Wan, Mr. Lai Aizhong, Mr. Guo Biao and Ms. Song Dan is proposed to be re-elected as a director of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Liu Winson Wing Sun, Mr. Kan Yiu Kwok, Ms. Tong Sze Wan, Mr. Lai Aizhong, Mr. Guo Biao and Ms. Song Dan are set out in Appendix II of the Circular.
10. A form of proxy for use at the Meeting is enclosed.