

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

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

**If you have sold or transferred** all your shares in Imperial Pacific International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**IMPERIAL PACIFIC**  
INTERNATIONAL HOLDINGS  
博華太平洋國際控股有限公司

**IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED**

**博華太平洋國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1076)**

**(I) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined under the section “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice convening the AGM of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 25 June 2019 at 11:30 a.m. is set out on pages 14 to 17 of this circular. Proxy form for use at the AGM is enclosed. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

22 May 2019

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 25 June 2019 at 11:30 a.m. or any adjournment thereof
“Board”	the board of Directors
“close associate”	has the meaning ascribed to the expression under the Listing Rules
“Company”	Imperial Pacific International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“core connected person”	has the meaning ascribed to the expression under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 May 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan

## DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0005 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

*In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.*

LETTER FROM THE BOARD



IMPERIAL PACIFIC

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司

**IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED**

**博華太平洋國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1076)**

*Executive Directors:*

Ms. Xia Yuki Yu

Mr. Teng Sio I

Ms. Cui Li Jie

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Independent Non-executive Directors:*

Mr. Robert James Woolsey

Mr. Ng Hoi Yue

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

*Head office and principal place of  
business:*

Suites 7001, 7002 and 7014–7016

70/F., Two International Finance Centre

No. 8 Finance Street

Central, Hong Kong

22 May 2019

*To the Shareholders*

Dear Sir or Madam,

**(I) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to inform you of the AGM which will be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 25 June 2019 at 11:30 a.m. and also provide you with information in relation to the resolutions to be proposed at the AGM, among other matters, to seek the Shareholders' approval for (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of the retiring Directors.

## LETTER FROM THE BOARD

### I. GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Board proposes to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### **General Mandate**

At the annual general meeting of the Company held on 25 June 2018, the then Shareholders approved, inter alia, an ordinary resolution in relation to a general mandate to grant to the Directors to allot up to 28,596,961,535 Shares of HK\$0.0005 each (the “**Existing Mandate**”). As at the Latest Practicable Date, the Directors have not exercised the Existing Mandate. The Board does not rule out the possibility that the Company may carry out further debt and/or equity fund raising plan(s) to strengthen the financial position of the Group in the event that suitable fund raising opportunities arise, the Board may therefore apply any unutilized amount to provide the required ability and flexibility to the Company in selecting methods to raise funds on a timely basis, however, the Company has not yet identified any concrete fund raising plan as at the Latest Practicable Date. The Existing Mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws or upon the exercise of rights of subscription or conversion under the terms of any securities or bonds convertible into Shares) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of grant of such general mandate. In addition, an ordinary resolution will also be proposed to extend the General Mandate by adding to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the General Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the Company had an aggregate of 142,984,807,678 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be allowed under the General Mandate to allot, issue and deal with a maximum of 28,596,961,535 Shares.

## LETTER FROM THE BOARD

### Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, of up to 10% of the aggregate nominal amount of the issued Shares as at the date of grant of such repurchase mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be allowed under the Repurchase Mandate to repurchase a maximum of 14,298,480,767 Shares.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate up to (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 Bye-laws or any applicable laws of Bermuda and other relevant jurisdiction to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

## II. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1) of the Company's Bye-laws, Ms. Cui Li Jie, Ms. Xia Yuki Yu and Mr. Lee Kwok Leung shall retire from office by rotation at the AGM and being eligible, offer themselves for re-election as executive Directors and independent non-executive Director respectively.

The nomination committee of the Company (the "**Nomination Committee**") has assessed the independence of Mr. Lee Kwok Leung based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent. In addition, the Nomination Committee had evaluated the performance of the retiring directors for the year ended 31 December 2018 and found their performance satisfactory. Therefore, the Nomination Committee nominated the retiring directors to the Board for it to propose to the Shareholders for re-election at the AGM.

## LETTER FROM THE BOARD

Particulars relating to each retiring Director who has offered himself/herself for re-election are set out in Appendix II to this circular.

### **Election of Directors other than retiring Directors**

In accordance with Bye-law 88 of the Bye-laws, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting of the intention to propose that person for election as a Director and also a notice signed by that person of his willingness to be elected shall have been lodged at the registered office or the head office of the Company provided that the minimum length of the period, during which such notice is given, shall be at least seven (7) days and that the period shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person who has not been recommended by the Directors to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the registered office or the head office of the Company on or after 23 May 2019 but on or before 18 June 2019.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the despatching of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

### **AGM**

A notice convening the AGM to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 25 June 2019 at 11:30 a.m. is set out on pages 14 to 17 of this circular.

In order to be eligible to attend and vote at the AGM, all unregistered holders of the Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shop 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4: 30 p.m. on Wednesday, 19 June 2019. The register of members of the Company will be closed from Thursday, 20 June 2019 to Tuesday, 25 June 2019, both days inclusive, during which period no share transfer will be effected.

Form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).



## LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the proxy form shall be deemed to be revoked.

An announcement will be made by the Company after the AGM on the results of the AGM pursuant to Rule 13.39(5) of the Listing Rules.

### **VOTING BY POLL AT THE AGM**

Pursuant to Bye-law 66 and Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and therefore, all resolutions will be put to vote by way of poll at the AGM.

### **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.

### **RECOMMENDATION**

The Board considers (i) the proposed grant of the General Mandate and the Repurchase Mandate; and (ii) the proposed re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

### **FURTHER INFORMATION**

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

Yours faithfully  
For and on behalf of the Board  
**Imperial Pacific International Holdings Limited**  
**Cui Li Jie**  
*Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 142,984,807,678 fully paid Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Directors will be allowed under the Repurchase Mandate to repurchase a maximum of 14,298,480,767 fully paid Shares, representing 10% of the issued share capital of the Company.

## **3. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Repurchases under the Repurchase Mandate would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the relevant laws of Hong Kong and Bermuda and the Bye-Laws for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2018, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
June	0.097	0.091
July	0.094	0.068
August	0.085	0.076
September	0.080	0.066
October	0.073	0.059
November	0.068	0.059
December	0.062	0.050
<b>2019</b>		
January	0.056	0.048
February	0.090	0.049
March	0.080	0.056
April	0.201	0.058
May (up to the Latest Practicable Date)	0.194	0.166

## 6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

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

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares/underlying Shares then in issue:

Name of Shareholders	Number of Shares/ underlying Shares held or short positions	Percentage holding	Percentage holding should Repurchase Mandate be exercised in full
Inventive Star Limited (Note 1)	90,755,089,280 (L) 3,268,733,333 (S)	63.47% 2.29%	70.52% 2.54%
Cui Li Jie (Note 1)	90,755,089,280 (L) 3,268,733,333 (S)	63.47% 2.29%	70.52% 2.54%
Super Champion Global Limited (Note 2)	128,000,000,000 (L)	89.52%	99.47%
Ji Xiaobo (Note 2)	128,689,860,000 (L)	90.00%	100.00%

L: Long position

S: Short position

*Note 1:* Inventive Star Limited is wholly and beneficially owned by Ms. Cui Li Jie.

*Note 2:* Super Champion Global Limited is wholly and beneficially owned by Mr. Ji Xiaobo and Super Champion Global Limited held the convertible notes issued by the Company in the principal amount of HK\$400,000,000 which are convertible to 128,000,000,000 conversion shares if the underlying conversion rights are exercised in full.

To the best knowledge of the Directors, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any purchases pursuant to the Repurchase Mandate.

The Company would not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

## 7. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors, who will retire from office and being eligible, offer themselves for re-election at the AGM, are set out below:

**1. Ms. Cui Li Jie (“Ms. Cui”)**

Ms. Cui, aged 60, the Chairperson of the Board appointed on 23 January 2019, has been appointed as an executive Director of the Company with effect from 4 May 2017. She is also a director of certain subsidiaries of the Company. She has been engaged in real estate projects and building materials trading, and has gained extensive experience in investment. Ms. Cui is also the sole director and sole shareholder of Inventive Star Limited, the controlling shareholder (as defined in the Listing Rules) of the Company.

Ms. Cui entered into an appointment letter with the Company on 4 May 2017 for an initial term of one year commencing on 4 May 2017 which is automatically renewable for successive terms of one year upon the expiry of the said term. She is subject to retirement by rotation and re-election pursuant to the Bye-laws. Ms. Cui is currently not entitled to any remuneration. The remuneration of Ms. Cui shall be subject to review by the Board with reference to her duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Save as disclosed above, Ms. Cui did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Save as disclosed above, Ms. Cui does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Ms. Cui is the sole shareholder of Inventive Star, the controlling shareholder (as defined in the Listing Rules) of the Company which is interested in 90,755,089,280 shares of the Company, (of which 3,268,733,333 shares are of short position) representing approximately 63.47% of the entire issued share capital of the Company. Save as the aforementioned, Ms. Cui did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. As far as the Directors are aware, there is no information that is required to be disclosed by Ms. Cui pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Ms. Cui.

**2. Ms. Xia Yuki Yu (“Ms. Xia”)**

Ms. Xia, aged 45, has been appointed as an executive Director of the Company with effect from 21 November 2013. She is also a director of certain subsidiaries of the Company. She has over fifteen years of experience in the public relation and marketing industry. Before joining the Group, Ms. Xia held executive positions in various enterprise groups operating in the gaming industry.

Ms. Xia entered into an appointment letter with the Company on 21 November 2013 for an initial term of one year commencing on 21 November 2013 which is automatically renewable for successive terms of one year upon the expiry of the said term. She is subject to retirement by rotation and re-election pursuant to the Bye-laws. Ms. Xia is currently entitled to a remuneration of HK\$2,400,000 per annum. The remuneration of Ms. Xia is determined by the Board with reference to her duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Save as disclosed above, Ms. Xia did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Save as disclosed above, Ms. Xia does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Ms. Xia is interested in 383,109,088 shares of the Company, (22,109,088 of which are share options) representing 0.27% of the entire issued share capital of the Company. Save as the aforementioned, Ms. Xia did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. As far as the Directors are aware, there is no information that is required to be disclosed by Ms. Xia pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Ms. Xia.

**3. Mr. Lee Kwok Leung (“Mr. Lee”)**

Mr. Lee, aged 65, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He has years of direct investment, fund management and banking experience. Mr. Lee holds an investment advisor status from the Securities and Futures Commissions from 2000. He has been appointed as an executive director of China Internet Investment Finance Holdings Limited (formerly known as Opes Asia Development Limited) (stock code: 810) since 8 May 2014, and the chairman and executive director of Mayer Holdings Limited (stock code: 1116) since 9 October 2014.

Mr. Lee entered into an appointment letter with the Company on 21 November 2013 for an initial term of one year commencing on 21 November 2013 which is automatically renewable for successive terms of one year upon the expiry of the said term. He is subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Lee is currently entitled to a remuneration of HK\$180,000 per annum. The remuneration of Mr. Lee is determined by the Board with reference to his duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Save as disclosed above, Mr. Lee did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Save as disclosed above, Mr. Lee does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Lee held 200,000 share options of the Company which enabled him to subscribe for 200,000 Shares (representing less than 0.01% of the issued share capital of the Company). Save as the aforementioned, Mr. Lee did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. As far as the Directors are aware, there is no information that is required to be disclosed by Mr. Lee pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Lee.

## NOTICE OF AGM



**IMPERIAL PACIFIC**

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司

**IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED**

**博華太平洋國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1076)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Imperial Pacific International Holdings Limited (the “Company”) will be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 25 June 2019 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions of the Company:

#### AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and independent auditor of the Company for the year ended 31 December 2018.
2. To re-elect, each as a separate resolution, the following Directors:
  - (a) Ms. Cui Li Jie as Chairperson of the board of Directors (the “Board”) and executive Director;
  - (b) Ms. Xia Yuki Yu as executive Director;
  - (c) Mr. Lee Kwok Leung as independent non-executive Director.
3. To authorize the Board to appoint additional Directors.
4. To authorize the Board to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as the auditor of the Company until the conclusion of the next annual general meeting of the Company and authorise the Board to fix their remuneration.



## NOTICE OF AGM

### AS SPECIAL BUSINESS

6. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) or on any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of the rules of any other stock exchange as amended from time to time;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) 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 of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date 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 bye-laws of the Company or any other applicable law of Bermuda and other relevant jurisdiction to be held; and

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date 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 bye-laws of the Company or any other applicable law of Bermuda and other relevant jurisdiction to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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8. “**THAT** conditional upon the passing of resolutions no. 6 and 7 set out in the notice of this meeting, the general mandate granted to the Directors pursuant to resolution no. 6 set out in the notice of this meeting and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, warrants, and options be and is hereby extended by the addition thereof at an amount representing the aggregate nominal amount of the share capital of the Company repurchased or otherwise acquired by the Company under the authority granted pursuant to resolution no. 7 set out in the notice of this meeting, provided that such extended amount shall not exceed 10 per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing this resolution no. 8.”

By Order of the Board  
**Imperial Pacific International Holdings Limited**  
**Cui Li Jie**  
*Executive Director*

Hong Kong, 22 May 2019

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such shareholder is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the annual general meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. As at the date of this notice, the Board comprises Ms. Xia Yuki Yu, Mr. Teng Sio I and Ms. Cui Li Jie as executive directors and Mr. Robert James Woolsey, Mr. Ng Hoi Yue, Mr. Tso Hon Sai Bosco and Mr. Lee Kwok Leung as independent non-executive directors.