THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hans Energy Company Limited 漢思能源有限 公司, you should at once hand this circular together with the accompanying form of proxy and annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HANS ENERGY COMPANY LIMITED 漢思能源有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 00554)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2017 annual general meeting of Hans Energy Company Limited 漢思能 源有限公司 (the "Company") is set out on Pages 12 to 15 of this circular. Whether or not you intend to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 11:00 a.m. on Wednesday, 23 May 2017) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

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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 2/F., The Function Room 1, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 25 May 2017 at 11:00 a.m. and any adjournment thereof | |
|---------------------------|--|--|
| "Articles of Association" | the articles of association of the Company currently in force | |
| "Board" | the board of Directors | |
| "Company" | Hans Energy Company Limited 漢思能源有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange | |
| "Director(s)" | the director(s) of the Company | |
| "Group" | the Company and its subsidiaries | |
| "HK\$" | Hong Kong dollar(s), the lawful currency of Hong Kong | |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC | |
| "Issue Mandate" | a general and unconditional mandate granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution | |
| "Latest Practicable Date" | 11 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular | |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange | |
| "PRC" | The People's Republic of China | |

DEFINITIONS

| "Repurchase Mandate" | a general and unconditional mandate granted to the Directors to exercise all powers of the Company to purchase shares of the Company on the Stock Exchange, or any other stock exchange on which the shares of the Company may be listed, up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution |
|----------------------|--|
| "SFO" | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| "Share(s)" | the ordinary share(s) of HK\$0.10 each in the issued share capital of the Company |
| "Shareholder(s)" | the registered holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time |
| "%" | per cent |

LETTER FROM THE BOARD



HANS ENERGY COMPANY LIMITED 漢思能源有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 00554)

Executive Directors: Mr. David An (Chairman) Mr. Yang Dong (Chief Executive Officer) Ms. Liu Zhijun Mr. Zhang Lei

Independent Non-Executive Directors: Mr. Li Wai Keung Mr. Chan Chun Wai, Tony Miss Cheung Siu Yuen, Rose

Registered Office:

P.O. Box 309, Ugland House South Church Street George Town, Grand Cayman Cayman Islands British West Indies

Principal Place of Business in Hong Kong: Unit 2608, 26/F., Harbour Centre 25 Harbour Road Wanchai Hong Kong

19 April 2017

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include ordinary resolutions relating to i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; and ii) the re-election of each of the retiring Directors.

LETTER FROM THE BOARD

THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the proposed granting of the Repurchase Mandate at the AGM.

THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 3,732,638,000 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 746,527,600 Shares.

In addition, an ordinary resolution will further be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 116 of the Articles of Association, Mr. Zhang Lei and Mr. Chan Chun Wai, Tony shall retire by rotation at the AGM. In addition, Mr. Yang Dong who has been appointed by the Board on 13 July 2016 shall hold office until the AGM pursuant to article 99 of the Articles of Association. All of the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Mr. Chan Chun Wai, Tony, who has been serving as independent non-executive Director of the Company for more than 9 years, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr. Chan Chun Wai, Tony is still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

LETTER FROM THE BOARD

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the AGM is set out on pages 12 to 15 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.hansenergy.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and return it to the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and the Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

> Yours faithfully, For and on behalf of the Board Hans Energy Company Limited 漢思能源有限公司 David An Chairman

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

The following is as an explanatory statement, as required by the Listing Rules, to provide certain information to the Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,732,638,000 Shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 373,263,800 Shares, being 10% of the total number of issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. **REASONS FOR REPURCHASES**

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

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

5. MARKET PRICES OF SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date:-

| | Share Price Per Share | |
|---------------------------------------|-----------------------|--------|
| Month | Highest | Lowest |
| | HK\$ | HK\$ |
| 2016 | | |
| April | 0.290 | 0.260 |
| May | 0.280 | 0.240 |
| June | 0.300 | 0.240 |
| July | 0.295 | 0.250 |
| August | 0.290 | 0.241 |
| September | 0.270 | 0.200 |
| October | 0.220 | 0.187 |
| November | 0.234 | 0.196 |
| December | 0.220 | 0.199 |
| 2017 | | |
| January | 0.222 | 0.190 |
| February | 0.220 | 0.185 |
| March | 0.216 | 0.188 |
| April (up to and including the Latest | | |
| Practicable Date) | 0.206 | 0.196 |

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company has not been notified by any core connected person (as defined in the Listing Rules) of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

7. 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 purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in 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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. David An, Chairman of the Company, was interested in 2,766,593,980 Shares representing approximately 74.12% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interest of Mr. An in the Company would be increased to approximately 82.35% of the total issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on Mr. An to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

APPENDIX II

BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the biographical details of the Directors proposed for re-election at the AGM:

1. MR. YANG DONG

Mr. Yang Dong, aged 56, is an executive Director and the Chief Executive Officer of the Company. Mr. Yang was appointed as an executive Director on 13 July 2016. He joined the Company as business development manager in May 2012. Mr. Yang graduated from Beijing Normal University with a degree in economics. He also holds a master's degree in project management from University of Management and Technology. Mr. Yang held various senior key positions in the subsidiaries of China Petroleum & Chemical Corporation such as the deputy general manager in China Petrochemical International Co. Ltd. and deputy chairman and executive director in Sinopec Kantons Holdings Limited (stock code: 934), the securities of which are listed on the Stock Exchange. He also has extensive experience in international trade of petroleum and chemical commodities.

Mr. Yang has entered into a service contract with the Company for a term of three years commencing from 13 July 2016, renewable automatically for successive terms of three years upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service contract and he is subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles of Association. Mr. Yang received director's emoluments of HK\$1,145,000 for the financial year ended 31 December 2016 which was determined by the Board with the recommendation of the remuneration committee of the Board by reference to his performance and responsibilities, the market rates for the position and the Company's performance and profitability.

Mr. Yang does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor does he hold any other positions in the Group. Save as disclosed above, He does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

2. MR. ZHANG LEI

Mr. Zhang Lei, aged 51, was appointed as executive Director of the Company in 2007. He joined the Company as Chief Operating Officer, PRC in 2006. Mr. Zhang graduated from Dongbei University of Finance and Economics and obtained the qualification of engineer. Mr. Zhang has many years of experience in petrochemical industry. He has expertise in petrochemical specialized technology and is familiar with financial accounting policy and system of the PRC. Mr. Zhang also has in-depth knowledge in large petrochemical project management. He had served China Petrochemical Corporation and held various key positions such as the chief financial officer of the Singapore branch, deputy general manager and chief financial officer of the Hong Kong branch.

APPENDIX II

BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhang does not have a service contract with the Company and is not appointed for any specific length of service but he is subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles of Association. Mr. Zhang received director's emoluments of HK\$1,545,000 for the financial year ended 31 December 2016 which was determined by the Board with the recommendation of the remuneration committee of the Board by reference to his performance and responsibilities, the market rates for the position and the Company's performance and profitability.

Mr. Zhang does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor does he hold any other positions in the Group. He does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

3. MR. CHAN CHUN WAI, TONY

Mr. Chan Chun Wai, Tony, aged 45, is an independent non-executive Director, the chairman of the Nomination Committee and members of the Audit Committee and the Remuneration Committee of the Company. He joined the Company as independent non-executive Director in 2005. Mr. Chan is a Certified Public Accountant and owns a certified public accounting practice. He has extensive experience in general assurance and business advisory services in both Hong Kong and the PRC. Moreover, Mr. Chan has extensive experience in public listings in Hong Kong and Singapore, mergers and acquisitions as well as corporate finance. He holds a Master degree in Business Administration from the Manchester Business School.

There is no service contract entered into between Mr. Chan and the Company but he is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Chan is entitled to receive a director's fee of HK\$120,000 per annum which was determined by the Board with the recommendation of the remuneration committee of the Board with reference to the market practice.

Mr. Chan does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company nor does he hold any positions in the Group. He is an independent non-executive director of Honbridge Holdings Limited (stock code: 8137) and Wai Chun Mining Industry Group Company Limited (stock code: 660), the securities of which are listed on the Stock Exchange. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

4. GENERAL

Each of the above retiring Directors proposed for re-election has confirmed that there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.



HANS ENERGY COMPANY LIMITED

漢思能源有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 00554)

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting (the "Meeting") of Hans Energy Company Limited 漢思能源有限公司 (the "Company") will be held at 2/F., The Function Room 1, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 25 May 2017 at 11:00 a.m. for the following purposes:

- 1. To consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2016.
- 2. To re-elect Mr. Yang Dong as director.
- 3. To re-elect Mr. Zhang Lei as director.
- 4. To re-elect Mr. Chan Chun Wai, Tony as director.
- 5. To authorise the board of directors to fix the directors' remuneration.
- 6. To re-appoint Messrs. KPMG as auditors and to authorise the board of directors to fix their remuneration.
- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

(a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on 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 (the "Securities and Futures Commission") and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;

- (b) the total number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution, "Relevant Period" means the period from the date of 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 of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."
- 8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company including the power to make an offer or agreement, or grant options which would or might require shares of the Company to be issued and allotted, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of the shares issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue;

- (ii) the exercise of options granted or to be granted under a share option scheme;
- (iii) the exercise of rights of subscription or conversion attaching to any securities which are convertible into shares of the Company or any warrants to subscribe for shares of the Company;
- (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
- (v) a specific authority granted or to be granted by the shareholders in general meeting; and
- (c) for the purpose of this resolution, "Relevant Period" means the period from the date of 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 of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."
- 9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of ordinary resolutions 7 and 8 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 8 to exercise the powers of the Company to issue, allot and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of the shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 7, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution."

> By order of the Board Hans Energy Company Limited 漢思能源有限公司 Lam Lai Wan, Bondie Company Secretary

Hong Kong, 19 April 2017

Notes:

- 1. All resolutions at the Meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the Listing Rules.
- 2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- 3. In order to be valid, the form of proxy 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 Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. by 11:00 a.m. on Wednesday, 23 May 2017) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.
- 4. For determining the qualification as members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 22 May 2017 to Thursday, 25 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members to attend and vote at the Meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 May 2017.

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr. David An (Chairman), Mr. Yang Dong, Ms. Liu Zhijun and Mr. Zhang Lei and three independent non-executive directors, namely Mr. Li Wai Keung, Mr. Chan Chun Wai, Tony and Miss Cheung Siu Yuen, Rose.