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If you have sold or transferred all your shares in **Sino Prosper State Gold Resources Holdings Limited**, you should at once hand this circular together with the accompanying 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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SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED
中盈國金資源控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

(1) PROPOSED CAPITAL REDUCTION;
(2) PROPOSED CHANGE OF COMPANY NAME; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 5 to 11 of this circular.

A notice convening an EGM of Sino Prosper State Gold Resources Holdings Limited to be held at Unit A03, 11th Floor, Bank of Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 December 2013 at 10:00 a.m. or any adjournment thereof is set out on pages 12 to 13 of this circular. A proxy form for use in the EGM is enclosed. Whether or not you propose to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

18 November 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the share capital of the Company by cancelling the issued and paid up share capital to the extent of HK\$0.09 on each of the issued Existing Shares, thereby reducing the nominal value of all the issued Existing Shares from HK\$0.1 each to HK\$0.01 each
“Capital Reorganisation”	the capital reorganisation of the Company involving the Capital Reduction and Subdivision
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“Change of Name”	the proposed change of the English name of the Company from “Sino Prosper State Gold Resources Holdings Limited” to “Sino Prosper (Group) Holdings Limited” and the adoption of “中盈(集團)控股有限公司” as the dual foreign name of the Company to replace “中盈國金資源控股有限公司” which has been used for identification purposes only
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961), as consolidated and revised of the Cayman Islands
“Company”	Sino Prosper State Gold Resources Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Convertible Bonds”	202,702,702 non-listed convertible bonds issued by the Company on 11 October 2013 which entitle the holders thereof to convert into Existing Shares at the price of HK\$0.37 at any time during the conversion period
“Court”	The Grand Court of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to approve, among other matters, the Capital Reduction and the Change of Name

DEFINITIONS

“Eligible Employee”	any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any subsidiary or any invested entity of the Group
“Eligible Participant(s)”	the person(s) who may be invited by the Directors to take up Share Options, including, among others, any Eligible Employee
“Existing Share(s)”	ordinary shares with par value of HK\$0.1 each of the Company prior to the Capital Reorganisation
“Group”	the Company and its subsidiaries
“HKCSS”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 November 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the capital of the Company immediately after the Capital Reorganisation becoming effective
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	the holder(s) of the (i) Existing Share(s) or (ii) New Share(s) upon completion of the Capital Reduction as the case may be
“Share(s)”	Existing Share(s) or New Share(s) as the case may be
“Share Options”	share options granted the share option scheme and new share option scheme adopted by the Company on 14 May 2002 and 20 April 2012, respectively
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivision”	the subdivision of each authorised but unissued Share into ten (10) New Shares

DEFINITIONS

“Warrants”	152,000,000 unlisted warrants issued by the Company on 11 April 2012 which entitle the holders thereof to subscribe for Existing Shares at the price of HK\$0.72 at any time during a period commencing from the date of issue of the Warrants to the date of expiry
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

Set out below is the expected timetable for the proposed Capital Reduction:

Event	Timeline
Latest time for lodging forms of proxy for the EGM (not less than 48 hours)	before 10:00 a.m. on 9 December 2013
Date and time of the EGM	10:00 a.m. on 11 December 2013
Announcement of results of EGM	11 December 2013
 <i>The following events are conditional on the results of the EGM and the relevant Court hearings. The dates are therefore tentative.</i>	
Expected date on which the Capital Reduction is confirmed by the Court	11 April 2014
Expected date of registration of a copy of the court order confirming the Capital Reduction and the minute approved by the Court pursuant to the Companies Law	24 April 2014 (after market close)
Expected effective date of the Capital Reorganisation	24 April 2014 (after market close)
First day for free exchange of existing certificates for Shares for new certificates for New Shares (one business day after the effective date due to time difference between Hong Kong and Cayman Islands)	25 April 2014
Commencement of dealings in New Shares on the Stock Exchange (one business day after the effective date due to time difference between Hong Kong and Cayman Islands)	25 April 2014
Last day of free exchange of existing certificates for Shares for new certificates for New Shares	26 May 2014

Notes:

- (1) *All times and dates in this timetable refer to Hong Kong local times and dates.*
- (2) *Dates or times specified in this circular for events in the timetable for (or otherwise in relation to) the Capital Reorganisation are indicative only and may be excluded or varied due to the timetable and availability of the Court, additional time required for compliance with the regulatory requirements in the Cayman Islands and/or with any requirements imposed by the Court or varied by the Company. Any change to the expected timetable for the Capital Reorganisation will be published or notified to Shareholders as and when appropriate.*

LETTER FROM THE BOARD



SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED
中盈國金資源控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

Executive Directors:

Mr. Leung Ngai Man (*Chairman*)
Mr. Sung Kin Man (*Chief Executive Officer*)
Mr. Ng Kwok Chu, Winfield

Independent non-executive Directors:

Mr. Niu Zhihui
Mr. Cai Wei Lun
Mr. Zhang Qingkui

Registered office:

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

*Head office and principal place of
business in Hong Kong:*

Unit A03, 11th Floor
Bank of Asia Harbour View Centre
56 Gloucester Road
Wanchai, Hong Kong

18 November 2013

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED CAPITAL REDUCTION;
(2) PROPOSED CHANGE OF COMPANY NAME; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information relating to the resolutions to be proposed at the EGM for the proposed Capital Reduction and Change of Name and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed.

LETTER FROM THE BOARD

PROPOSED CAPITAL REORGANISATION

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$400,000,000 divided into 4,000,000,000 Existing Shares, of which 813,587,497 Existing Shares have been issued and are fully paid or credited as fully paid. The Board proposes the Capital Reorganisation to be implemented in the following manner:

- (i) by reducing the par value of each of the issued Existing Shares from HK\$0.1 to HK\$0.01 per share by cancelling paid-up capital of HK\$0.09 per share by way of a reduction of capital, so as to form ordinary shares with par value of HK\$0.01 each;
- (ii) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the effective date of the Capital Reduction (if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws; and
- (iii) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of HK\$0.1 each be subdivided into ten (10) unissued ordinary shares with par value of HK\$0.01 each, and such shares shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

For the avoidance of doubt, the authorised share capital of the Company after the effective date of the Capital Reorganisation will be HK\$400,000,000 divided into 40,000,000,000 New Shares.

The size of each board lot of the New Shares will remain the same as that of the Existing Shares, being 5,000 shares per board lot. The New Shares will rank pari passu in all respects with each other.

As at the Latest Practicable Date, 813,587,497 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming that no new shares have been issued after the Latest Practicable Date, the issued and paid-up capital of the Company will be reduced by HK\$73,222,874.73 to HK\$8,135,874.97.

As at the Latest Practicable Date, the Company has (i) outstanding Share Options granted to Eligible Participants to subscribe for an aggregate of 98,320,000 Existing Shares at a weighted average exercise price of HK\$1.29 each; (ii) outstanding Warrants which allow the holders of the Warrants to subscribe for 152,000,000 Existing Shares at a weighted average exercise price of HK\$0.72 each; and (iii) outstanding Convertible Bonds which allow the holders of the Convertible Bonds to convert into 202,702,702 Existing Shares at a weighted average conversion price of HK\$0.37 each. Assuming that all of these outstanding Share Options, Warrants and Convertible Bonds will be exercised and converted in full prior to the effective date of the Capital Reduction, an additional 453,022,702 Existing Shares will be in issue and an additional credit of HK\$40,772,043 will arise from the Capital Reduction. Such credit, if so arise, will be applied towards cancelling the accumulated deficit of the Company as at the effective date of the Capital Reduction

LETTER FROM THE BOARD

(if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws.

As the trading price of the Shares will remain unchanged after completion of the Capital Reduction, no adjustment will be made to (i) the exercise prices of the Share Options and Warrants; and (ii) the conversion prices of the Convertible Bonds as a result of the Capital Reduction.

Reasons for and Effects of the Capital Reduction

As at 31 March 2013 (being the date to which the last audited accounts of the Company), the Company had accumulated loss of approximately HK\$395,340,000. It is expected that the credit arising from the Capital Reduction will be applied towards cancelling accumulated loss of the Company after the Capital Reduction. The Directors consider that the Capital Reduction will give greater flexibility to the Company in future fund raising, which may or may not occur, to accommodate future expansion and growth of the Company and the elimination of the Company's accumulated loss will therefore facilitate any dividend payment by the Company as and when appropriate in the future. The proposed Capital Reduction will enable the nominal value of the Existing Shares of the Company to be reduced from HK\$0.1 each to HK\$0.01 each.

At this stage, there can be no assurance that a dividend will be declared or paid in future even if the Capital Reduction becomes effective.

The Directors (including the independent non-executive Directors) are of the view that the Capital Reorganisation will not have a material effect on the financial position of the Company. The Board believes that on the date when the Capital Reorganisation is to be effected, there will be no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders.

Therefore, the Board considers that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

Conditions of the Capital Reduction

The Capital Reorganisation is conditional on the following conditions being fulfilled:

- (i) the Shareholders' approval by way of special resolution at the EGM of the Company to be convened to approve, among other things, the Capital Reduction;
- (ii) approval of the Capital Reduction by the Court;
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction;

LETTER FROM THE BOARD

- (iv) registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law; and
- (v) the Listing Committee granting the listing of, and permission to deal in, the New Shares arising from the Capital Reduction.

The Capital Reduction will become effective when the conditions mentioned above are fulfilled. It is expected that Capital Reduction will become effective on or about 24 April 2014. Upon the approval by the Shareholders of the Capital Reduction at the EGM, the legal advisors to the Company (as to the Cayman Islands Law) will apply to the Court for hearing dates to confirm the Capital Reduction and further announcement will be made by the Company as soon as the Court hearing dates are confirmed.

Listing and Dealings

An application will be made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reduction.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Free exchange of Certificates for New Shares

Subject to the Capital Reduction becoming effective, Shareholders may, on or after 25 April 2014 and until 4:30 p.m. on 26 May 2014 (both dates inclusive), submit their existing certificates for the Existing Shares in dark blue colour to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong to exchange for certificates for the New Shares in light blue colour at the expense of the Company. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.5 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each certificate issued or cancelled, whichever is higher.

All existing certificates of the Existing Shares will continue to be evidence of entitlement to such Existing Shares and be valid for delivery, transfer and settlement purpose.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 7 November 2013 that it proposes to change the English name of the Company from “Sino Prosper State Gold Resources Holdings Limited” to “Sino Prosper (Group) Holdings Limited” and to adopt “中盈(集團)控股有限公司” as the dual foreign name of the Company to replace “中盈國金資源控股有限公司” which has been used for identification purposes only, subject to the conditions set out below being fulfilled.

Conditions

The Change of Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Change of Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the use of the proposed new name and dual foreign name by the Company.

Reasons for the Change of Name

The principal activities of the Group are investment holdings, investment in energy and natural resources (including precious metals) related projects in the PRC and loan financing activities. The Board considers that the Change of Name can more accurately reflect the principal activities of the Group and provide the Company with a fresh corporate image and identity. The Board is of the opinion that the Change of Name will clearly benefit the Company’s business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Name

The Change of Name will take effect from the date of entry of the new name and new dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands.

The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The Change of Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Change of Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company’s new name as a result of the Change of Name.

LETTER FROM THE BOARD

Once the Change of Name has become effective, any new share certificates of the Company will be issued only in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name.

EGM

A notice of the EGM is set out on pages 12 to 13 of this circular. A form of proxy for use at the EGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the EGM or any adjournment thereof if they so wish.

The EGM will be convened at which resolutions will be proposed to seek the approval of the proposed Capital Reduction and Change of Name. Pursuant to Rule 13.39(4) of the Listing Rules, any vote exercised by the Shareholders at the EGM shall be taken by poll. To the best of the Directors knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be approved at the EGM.

The Company will make further announcements as and when appropriate on the results of the EGM, the effective dates of the Capital Reduction and the Change of Name and the new stock short name of the Company.

GENERAL INFORMATION

None of the Directors, the controlling shareholder (as defined under the Listing Rules) of the Company and their respective associates were considered to have an interest in a business which competes or may compete with the business of the Group and there is no conflicts of interest which the Directors, the controlling shareholder (as defined under the Listing Rules) of the Company and their respective associates have or may have with the Group.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed Capital Reduction and the Change of Name is in the best interests of the Company and the Shareholders as a whole, and therefore recommend Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By Order of the Board
Sino Prosper State Gold Resources Holdings Limited
Ng Kwok Chu, Winfield
Executive Director

NOTICE OF THE EGM



SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED 中盈國金資源控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) will be held at Unit A03, 11th Floor, Bank of Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 11 December 2013 for the purposes of considering and, if thought fit, passing (with or without modification) the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

- (1) “**THAT** subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”); (ii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law (as revised) of the Cayman Islands in respect of the Capital Reduction (as defined below); and (iv) the Listing Committee granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below), with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
 - (a) reducing the issued and paid-up capital of each of the issued shares from HK\$0.1 to HK\$0.01 per share by cancelling paid-up capital to the extent of HK\$0.09 per share by way of a reduction of capital (the “**Capital Reduction**”), so as to form ordinary shares with par value of HK\$0.01 each (the “**New Shares**”);
 - (b) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the Effective Date (if any) and the balance (if any) be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws (the “**Application of Credit**”);
 - (c) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of HK\$0.1 each be subdivided into ten (10) unissued ordinary shares with par value of HK\$0.01 each (the “**Subdivision**”), and all such shares resulting from the Capital Reduction and Share Subdivision shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company,

NOTICE OF THE EGM

and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid Capital Reduction, Application of Credit and Share Subdivision.”

- (2) “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Sino Prosper State Gold Resources Holdings Limited” to “Sino Prosper (Group) Holdings Limited” and to adopt “中盈(集團)控股有限公司” as the dual foreign name of the Company to replace “中盈國金資源控股有限公司” which has been used for identification purposes only with effect from the date of entry of the new name and new dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name and the adoption of dual foreign name of the Company.”

By Order of the Board
Sino Prosper State Gold Resources Holdings Limited
Ng Kwok Chu, Winfield
Executive Director

Hong Kong, 18 November 2013

Registered office:

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

*Head office and principal place of
business in Hong Kong:*

Unit A03, 11th Floor
Bank of Asia Harbour View Centre
56 Gloucester Road
Wanchai, Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the Meeting convened by this notice is entitled to appoint one proxy or, if he is the holder of two or more shares (“Shares”) of the Company, more than one proxy to attend and, subject to the provisions of the articles of association (“Articles”) of the Company, to vote on his behalf. A proxy need not be a shareholder.
- (2) To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the branch share registrar and transfer agent of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting.
- (3) A form of proxy for use at the Meeting is enclosed. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof, should he so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto or if more than one of such joint holders are 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. 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.