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

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

**If you have sold or transferred** all your shares in **MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED**  
**銘源醫療發展有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 0233)**

**GENERAL MANDATE TO ISSUE SHARES  
AND PURCHASE SHARES,  
ELECTION AND RE-ELECTION OF DIRECTORS,  
APPOINTMENT OF AUDITORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Mingyuan Medicare Development Company Limited, to be held at Ginseng Flower Room, 7/F, Ambassador Hotel Shanghai, No. 818 Wanhangu Road, Jing'an District, Shanghai on Friday, 20 May 2016 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you propose to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

\* *For identification purpose only*

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## DEFINITIONS

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*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 Ginseng Flower Room, 7/F, Ambassador Hotel Shanghai, No. 818 Wanhangdu Road, Jing’an District, Shanghai on Friday, 20 May 2016 at 10:00 a.m.
“Board”	the board of directors of the Company
“Company”	Mingyuan Medicare Development Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	7 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate to the Directors to exercise the powers of the Company to repurchase fully paid Shares during the relevant period up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571, Laws of Hong Kong
“Share(s)”	ordinary shares of HK\$0.05 each in the capital of the Company

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## DEFINITIONS

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“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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### MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED

銘源醫療發展有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 0233)

*Executive Directors:*

Mr. Yao Yuan (Chairman & CEO)

Mr. Kot Wang

*Non-executive Director*

Mr. Yu Ti Jun

*Independent non-executive Directors:*

Mr. Chui Man Lung, Everett

Mr. Zhang Xiao Ming

Mr. Yao Liang

Mr. Yang Chun Bao

*Registered office:*

Cannon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Head office and principal place  
of business:*

Room 2604, 26/F.

West Tower

Shun Tak Centre

200 Connaught Road Central

Hong Kong

8 April 2016

*To the Shareholders*

Dear Sir/Madam,

**GENERAL MANDATE TO ISSUE SHARES  
AND PURCHASE SHARES,  
ELECTION AND RE-ELECTION OF DIRECTORS,  
APPOINTMENT OF AUDITORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The Company received a letter from Greater Achieve Limited ("GAL"), a registered shareholder holding 815,109,075 Shares, representing approximately 18.59% of the issued share capital of the Company, on 22 March 2016 requesting the Company to submit Ordinary Resolutions 1, 2 and 3 at the AGM to propose (i) the appointment of auditors and authorise the Board to fix their remuneration; (ii) election of various new directors and removal of all existing directors; and (iii) to propose remuneration for executive director to be fixed at HK\$30,000 per month and for non-executive director and independent non-executive director to be fixed at HK\$10,000 per month.

In addition to the above-mentioned resolutions proposed by GAL, the Directors wish to seek the approval of the Shareholders at the AGM for the grant of the Issue Mandate and the Repurchase Mandate.

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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The purposes of this circular are to (i) provide you with information in relation to the Issue Mandate and the Repurchase Mandate; (ii) present the proposal for the election and re-election of Directors, (iii) present the proposal for the appointment of auditors, and (iv) give you notice of the AGM.

### **GRANTING OF THE ISSUE MANDATE**

The Issue Mandate is proposed to be unconditionally given to the Board to issue and dispose of additional Shares not exceeding 20% of the issued share capital of the Company at the date of the resolution until the next annual general meeting. The relevant resolution is set out as Ordinary Resolution No. 4 in the Notice of AGM dated 8 April 2016.

In respect of Ordinary Resolution No. 4, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the shareholders of the Company for a general mandate for the purposes of the Companies Ordinance and the Listing Rules.

### **GRANTING OF THE REPURCHASE MANDATE**

Ordinary Resolution numbered 5 in the notice convening the AGM will be proposed for the grant of the Repurchase Mandate.

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 Issue Mandate and the Repurchase Mandate will be valid for the period from the date of passing of the relevant resolutions up to the date of the next annual general meeting of the Company in 2017, or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held, or the revocation or variation of such mandates by an ordinary resolution of the Shareholders in general meeting, whichever of these three events occurs first.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,383,892,800 Shares. Subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate and 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 Company would be allowed to allot, issue a maximum of 876,778,560 Shares under the Issue Mandate and purchase a maximum of 438,389,280 Shares under the Repurchase Mandate.

### **REPORT ON THE PREPARATION OF AUDITED FINANCIAL STATEMENTS**

Reference is made to the announcements published by the Company dated 17 June 2015 relating to the delay in publication of annual results of the Company and its subsidiaries for the year ended 31 December 2014 (the "2014 Annual Results"). As at the Latest Practicable Date, the Company is still working on the information requested including the result of the independent investigation on the bank balance of the Company as of 31 December 2014. As such, the Board is not in a position to provide the 2014 Annual Results to the Shareholders for approval at the AGM.

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## LETTER FROM THE BOARD

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The Board had already published unaudited consolidated profit and loss statement for the year ended 31 December 2014 on 11 February 2016. Further announcements in relation to the unaudited consolidated profit and loss statement for the year ended 31 December 2015 would be published by the Board in due course.

### **ELECTION AND RE-ELECTION OF DIRECTORS**

The Company received a letter from GAL requesting the Company to submit Ordinary Resolution number 1 to propose the election of various new directors and removal of all existing directors of the Company.

GAL proposed to elect (i) Mr. Lam Ping Cheung, Mr. David Hui Yip Wing as executive directors of the Company; (ii) Ms. Lam Yan Fong Flora as non-executive director of the Company; and (iii) Mr. Lam Suk Ping, Ms. Hui Wai Man Shirley, Ms. Chan Mee Sze and Mr. Wong Anthony Chi Ho as independent non-executive directors of the Company.

GAL also proposed to remove all existing directors of the Company. As such, all existing directors of the Company with exception of Mr. Zhang Xiao Ming will retire at the forthcoming AGM and being eligible, will offer themselves for re-election at the AGM.

Mr. Zhang Xiao Ming has informed the Company that he will not offer himself for re-election as Director at the AGM after his retirement as he has other business engagement. Mr. Zhang has confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of the Shareholders in respect of his retirement.

The Board proposes to elect Mr. Li Xiao Dong as an independent non-executive director of the Company.

Pursuant to Rule 13.74 of the Listing Rules, particulars of all Directors standing for election and re-election are set out in Appendix II to this circular.

GAL also proposed as Ordinary Resolution number 2 that the remuneration of executive director of the Company be fixed at HK\$30,000 per month and that the remuneration for non-executive director and independent non-executive director be fixed at HK\$10,000 per month.

### **APPOINTMENT OF AUDITORS**

Deloitte Touche Tohmatsu had resigned as auditors of the Company on 21 December 2015. GAL proposed Ordinary Resolution number 3 in the notice convening the AGM for the appointment of Crowe Horwath (HK) CPA Limited as auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix their remuneration.

### **AGM**

The notice convening the AGM (as appearing on pages 19 to 23 of this circular) sets out ordinary resolutions to approve the grant of the Issue Mandate and the Repurchase Mandate, the election and re-election of Directors, and appointment of auditors.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the shareholders. Results of the poll voting will be published on the Company's websites at [www.mymedicare.com.hk](http://www.mymedicare.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.

### RECOMMENDATION

The Directors believe that all the above-mentioned resolutions to be proposed at the AGM are fair and reasonable and are in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions as set out in the notice of the AGM.

Yours faithfully,  
By Order of the Board  
**Yao Yuan**  
*Chairman & CEO*

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

### **1. LISTING RULES FOR PURCHASES OF SHARES**

The Listing Rules permit companies whose shares are listed on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

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

### **2. FUNDING OF PURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Bye-Laws of the Company and the laws of Bermuda. As compared with the financial position of the Company as at 31 December 2013 (being the date of its latest audited accounts), the Directors consider that there will not be a material adverse impact on the working capital and the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

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

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,383,892,800 Shares.

Subject to the passing of the relevant ordinary resolution to approve 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 Company would be allowed to purchase a maximum of 438,389,280 Shares under the Repurchase Mandate during the period from the passing of the resolution granting the Repurchase Mandate up to (a) the conclusion of the next annual general meeting; or (b) 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 the applicable laws of Bermuda to be held; or (c) when the authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

**4. REASONS FOR PURCHASES**

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

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and in accordance with the Memorandum and Bye-Laws of the Company.

**6. EFFECT OF THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, GAL was beneficially interested in 815,109,075 Shares, representing approximately 18.59% of the total issued share capital of the Company. In the event that the Directors should exercise in full the power to purchase Shares under the Repurchase Mandate which is proposed to be granted pursuant to an ordinary resolution to be proposed at the AGM, the interests of GAL would increase to approximately 0.66% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code on the part of GAL.

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

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

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

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

**9. SHARE PRICE**

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

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2014	0.194	0.156
May 2014	0.169	0.152
June 2014	0.205	0.153
July 2014	0.196	0.169
August 2014	0.210	0.179
September 2014	0.345	0.220
October 2014	0.295	0.250
November 2014	0.285	0.215
December 2014	0.245	0.170
January 2015	0.242	0.175
February 2015	0.218	0.190
March 2015	0.265	0.186
1 April 2015	Dealings suspended and to date	

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**APPENDIX II                      BIOGRAPHICAL INFORMATION OF DIRECTORS PROPOSED  
TO BE ELECTED AND RE-ELECTED AT THE AGM**

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As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

Brief profile of Mr. Lam Ping Cheung, aged 63, a solicitor in Hong Kong. Mr. Lam graduated from the Chinese University of Hong Kong in 1977 and holds a bachelor degree in social science. In 1980, Mr. Lam went to the United Kingdom to pursue his legal studies. He was qualified as a solicitor in Hong Kong in 1985. Mr. Lam was the founder and partner of Messrs. Lam & Co. (formerly known as Messrs. Andrew Lam & Co.), a law firm in Hong Kong. Mr. Lam was appointed as an independent non-executive director of Golden Resources Development International Limited (stock code: 677) on 28 September 2011 and retired on 30 August 2012. He was appointed as an independent non-executive director of Enerchina Holdings Limited (stock code: 622) on 27 March 2012 and resigned on 20 May 2015. Save as disclosed above, Mr. Lam did not hold any directorship in other listed companies in the last three years. As at the date of this circular, Mr. Lam has not entered into any service contract with the Company. Mr. Lam is interested in 815,109,075 shares, representing approximately 18.59% of the total issued share capital of the Company, held through Greater Achieve Limited. Mr. Lam is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this circular, Mr. Lam has confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no matters that need to be brought to the attention of holders of securities of the Company. Mr. Lam is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Lam is HK\$360,000 per annum. The emolument for Mr. Lam is determined by the Board with reference to Mr. Lam's responsibilities and duties within the Company.

Brief profile of Mr. David Hui Yip-wing, an executive director at Joywood China Investment Limited and SRA Asia Limited. Mr. Hui has held top leadership positions in a diverse spectrum of industries ranging from finance to fashion and property development. Mr. Hui began his banking career in accounting and has since moved into real estate, where he has accumulated over 20 years of development experience in Mainland China. Over the last two decades, Mr. Hui has assumed positions including group general manager and director of Chinachem Group, vice chairman and deputy managing director of Fountain Set (Holdings) Limited, managing director of Tian An China Investments Company Limited, deputy chairman of Quality Health Care Asia Limited, deputy chairman & chief executive officer of Sun Hung Kai Finance Limited, chairman of Shanghai Allied Cement Limited, executive director of High Fashion International Limited and vice chairman and chief executive officer of Theme International Holdings Limited. Mr. Hui earned a Master of Law Degree from City University of Hong Kong and has also been awarded Fellow Member of the University. Mr. Hui does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Mr. Hui is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this circular, Mr. Hui confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v)

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**APPENDIX II                      BIOGRAPHICAL INFORMATION OF DIRECTORS PROPOSED  
TO BE ELECTED AND RE-ELECTED AT THE AGM**

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of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no matters that need to be brought to the attention of holders of securities of the Company. Mr. Hui is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Hui is HK\$360,000 per annum. The emolument for Mr. Hui is determined by the Board with reference to Mr. Hui's responsibilities and duties within the Company.

Brief profile of Mr. Lam Suk Ping, aged 57, is an executive director of Dragonite International Limited and he joined the Group in 2011 to oversee the accounts department. Mr. Lam holds a Master's Degree in Business Administration from the University of Hull and a Master's Degree in Corporate Governance from the Open University of Hong Kong. He has over 30 years of experience in auditing, finance and accounting, investment and business management. Prior to joining the Group, Mr. Lam was an executive director of Mascotte Holdings Limited, a company listed on the main board of the Stock Exchange during the period from 7 April 2008 to 27 April 2011. During 30 June 2011 to 20 October 2011, Mr. Lam was also an independent non-executive director of Eagle Ride Investment Holdings Limited (formerly known as Radford Capital Investment Limited), a company listed on the main board of the Stock Exchange. Mr. Lam does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Mr. Lam is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this circular, Mr. Lam confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no matters that need to be brought to the attention of holders of securities of the Company. Mr. Lam is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Lam is HK\$120,000 per annum. The emolument for Mr. Lam is determined by the Board with reference to Mr. Lam's responsibilities and duties within the Company.

Brief profile of Ms. Hui Wai Man Shirley, aged 48, graduated in Cognitio College in 1986, is a Certified Public Accountant (Practicing), a Chartered Certified Accountant and a Chartered Company Secretary in Hong Kong and has over 25 years of experience in public accounting and corporate finance. Ms. Hui is both a fellow member of Hong Kong Institute of Certified Accountants (was admitted as associate on 1 January 1994) and the Association of Chartered Certified Accountants (was admitted as associate on 20 January 1994). She is also a fellow member of the Institute of Chartered Secretaries and Administrators (was admitted as associate on 11 November 1994) and the Hong Kong Institute of Chartered Secretaries, which was formerly known as The Hong Kong Institute of Companies Secretaries (was admitted as associate on 11 November 1994) and a member of The Society of Chinese Accountants & Auditors and Hong Kong Securities Institute (was admitted as a member on 27 April 1999). Ms. Hui joined Vision 7 C. CPA Limited (formerly S. W. Wu & Co. CPA Limited, S. W. Wu CPA and S. W. Wu & Co.) in 1987 which provides professional services such as audit, accountancy, corporate consultancy, taxation and due diligence and she was promoted as a

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**APPENDIX II                      BIOGRAPHICAL INFORMATION OF DIRECTORS PROPOSED  
TO BE ELECTED AND RE-ELECTED AT THE AGM**

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partner in 1994. In 1996, Vision & Co. CPA Limited was incorporated and Ms. Hui became practicing director since its incorporation. Ms. Hui is also a director of Prime Securities Limited (formerly Fat Lee Company) since 1995 when it became a registered securities dealer of Securities and Futures Commission and an exchange participant of The Stock Exchange of Hong Kong Limited. It commenced brokerage business in 1971, was a founding member of Kam Ngan Stock Exchange, became a member of The Stock Exchange of Hong Kong Limited and was incorporated in 1993. Ms. Hui was appointed as independent non-executive direction of Goldin Financial Holdings Limited (formerly known as Fortuna International Holdings Limited and Firststone International Holdings Limited) (stock code: 530) since 19 June 2006 and she is also a member of audit committee and remuneration committee of the Company. Ms. Hui was appointed as independent non-executive director of Eco-Tek Holdings Limited (stock code: 8169) since October 2009. It is involved in the marketing, sale, servicing, research and development of environmental protection and quality health related products and services and was successfully listed on the Growth Enterprise Market (GEM) of The Stock Exchange of Hong Kong Limited. Ms. Hui has been re-designated from independent non-executive director to non-executive director and chairlady with effect from 5 March 2008. Ms. Hui joined Wanda Hotel Development Company Limited (stock code: 169) in December 2000 which principally engaged in property development in the People's Republic of China and became its company secretary since it was listed on the main board of the Stock Exchange of Hong Kong Limited in 2002. Ms. Hui was appointed as company secretary of Titan Petrochemicals Group Limited (stock code: 1192) since 2008 which principally engaged in the supply of oil products and provision of bunker refueling services, provision of logistic services including oil transportation and oil storage and ship building. Ms. Hui was the company secretary of Wing Tai Investment Holdings Limited (stock code: 876) since June 2014 and it is principally engaged in the electric manufacturing services business. Ms. Hui became the company secretary of Time Watch Investments Limited (stock code: 2033) from 1 January 2015 and it is principally engaged in the manufacture and retail sales of watches retail sales of other branded watched in the People's Republic of China and watch movements trading business. During Ms. Hui's practice, she has participated in many projects of IPO, fund raising, acquisitions and mergers and support services to numerous listed issuers including listed issuers on the Hong Kong Stock Exchange main board (EPI (Holdings) Limited (formerly known as Great Wall Electronic International Limited (stock code: 689), Shanghai Industrial Urban Development Group Limited (formerly known as Vincent Intertrans (Holdings) Limited (stock code: 563), ITC Properties Group Limited (formerly known as Cheung Tai Hong Holdings Limited (stock code: 199), (Sinofert Holdings Limited (formerly known as Wah Tak Fung Holdings Limited (stock code: 297), Hengli Commercial Properties (Group) Limited (formerly known as China Fair Land Holdings Limited (stock code 169), Tianneng Power International Limited (stock code: 819), Titan Petrochemicals Group Limited (stock code: 1192), Goldin Financial Holdings Limited (stock code; 530), New Media Group Holdings Limited (stock code 708), Hong Kong Resources Holdings Company Limited (stock code: 2882), World Houseware (Holdings) Limited (stock code: 713), BEP International Holdings Limited (stock code; 2326), Goldwiz Holdings Limited (stock code: 586), Tack Fiori International Group Limited (formerly known as Tack Fat Group International Limited)(stock code; 928), Freeman Financial Corporation Limited (formerly known as Freeman Corporation Limited (stock code: 279) and Mascotte Holdings Limited (stock code: 136)), listed issuers on

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**APPENDIX II                      BIOGRAPHICAL INFORMATION OF DIRECTORS PROPOSED  
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Hong Kong Stock Exchange GEM board (Eco-Tek Holdings Limited (stock code: 8169)) and listed issuers on Shanghai Stock Exchange main board (Changjiang Jinggong Steel Building (Group) company Limited (stock code; 600496) and Zhejiang China Light & Textile Industrial City Group Company Limited (stock code: 600790). Ms. Hui does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Ms. Hui is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this circular, Ms. Hui confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no matters that need to be brought to the attention of holders of securities of the Company. Ms. Hui is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Ms. Hui is HK\$120,000 per annum. The emolument for Ms. Hui is determined by the Board with reference to Ms. Hui's responsibilities and duties within the Company.

Brief profile Ms. Chan Mee Sze, aged 40, currently is the managing director, chief executive officer and company secretary of Dragonite International Limited. Ms. Chan holds a Bachelor's Degree in Laws from University of London and a Master's Degree in Business Administration from University of Dundee. Ms. Chan is also a fellow member of The Institute of Company Secretaries with Practitioner's Endorsement and a fellow member of The Institute of Chartered Secretaries and Administrators. Ms. Chan has 15 years of experience in corporate administration and corporate finance. Ms. Chan does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Ms. Chan is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this circular, Ms. Chan confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no matters that need to be brought to the attention of holders of securities of the Company. Ms. Chan is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Ms. Chan is HK\$120,000 per annum. The emolument for Ms. Chan is determined by the Board with reference to Ms. Chan's responsibilities and duties within the Company.

Brief profile Mr. Wong Anthony Chi Ho, aged 36, has over 11 years in the wine trading business. Mr. Wong holds a Bachelor's Degree in Science from University of Toronto, majoring in Actuarial Science. Mr. Wong joins the wine trade industry in 2005 and he is now the managing director of a wine company. Mr. Wong does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Mr. Wong is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this circular, Mr. Wong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no

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matters that need to be brought to the attention of holders of securities of the Company. Mr. Wong is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Wong is HK\$120,000 per annum. The emolument for Mr. Wong is determined by the Board with reference to Mr. Wong's responsibilities and duties within the Company.

Brief profile Ms. Lam Yan Fong Flora, aged 40, is a practicing solicitor in Hong Kong. Ms. Lam obtained a Bachelor's Degree of Laws in 1999 and then completed the Postgraduate Certificate in Laws in 201 both at The University of Hong Kong. Ms. Lam joined Messrs. Lam & Co. since 2007 as an assistant solicitor and is now a consultant of the firm. The working areas of Ms. Lam cover civil litigation, criminal litigation, conveyancing, insolvency, personal injury, intellectual property, family matters, employment and tax matters. She was an independent non-executive director of Eagle Ride Investment Holdings Limited (formerly known as Radford Capital Investment Limited), a company listed on main board of the Stock Exchange, during the period from 20 October 2011 to 31 October 2013. Ms. Lam was also an independent non-executive director of Rentian Technology Holdings Limited (formerly known as Forefront Group Limited), a company listed on main board of the Stock Exchange, during the period from 18 May 2007 to 30 April 2015. Ms. Lam was an independent non-executive director of Tack Fiori International Group Limited, a company listed on main board of the Stock Exchange, during the period from 15 August 2011 to 19 May 2014. Ms. Lam does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Ms. Lam is not connected with any directors, senior management or other substantial or controlling shareholders of the Company. As at the date of this circular, Ms. Lam confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no matters that need to be brought to the attention of holders of securities of the Company. Ms. Lam is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Ms. Lam is HK\$120,000 per annum. The emolument for Ms. Lam is determined by the Board with reference to Ms. Lam's responsibilities and duties within the Company.

Brief Profile of Mr. Yao Yuan, aged 61, is currently the Chairman of Shanghai Mingyuan Enterprise Group Company Limited, he has been leading the group for over 10 years and contributing to its success as one of the top 100 corporations in Shanghai. Mr. Yao did not hold any directorship in any listed public companies in the last three years. Mr. Yao does not enter into a service contract with the Company. Mr. Yao is not appointed for a specific term but is subject to retirement by election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Yao is HK\$1,800,000 per annum. The emolument for Mr. Yao is determined by the Board with reference to Mr. Yao's responsibilities and duties within the Company. Mr. Yao does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Yao does not have any interest in shares of the

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Company within the meaning of Part XV of the Securities and Future Ordinance. Save as disclosed herein, in relation to the appointment of Mr. Yao as an executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Brief Profile of Mr. Kot Wang, aged 59, has more than 20 years of experience in investment, management and corporate finance. Mr. Kot holds a bachelor degree from University of Electronic Science and Technology of China. Mr. Kot held senior positions in various enterprises in Hong Kong and China. Mr. Kot did not hold any directorship in any listed public companies in the last three years. Mr. Kot does not enter into a service contract with the Company. Mr. Kot is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Kot is HK\$120,000 per annum. The emolument for Mr. Kot is determined by the Board with reference to Mr. Kot's responsibilities and duties within the Company. Mr. Kot does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Kot does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Save as disclosed herein, in relation to the appointment of Mr. Kot as an executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Brief Profile of Mr. Yu Ti Jun, aged 65, was Director of Shanghai Municipal Government Planning and Developing Research Institute, Visiting Professor of the Shanghai Fudan University, Chiao Tung University, East China Normal University, Distinguished Professor of Seminar Center of the Shanghai Library and the Shanghai Cadre Training Center. Mr. Yu is also the "National Health Education Specialist" of Ministry of Health, the Executive Director of China Association of Health Education, the Vice President of the Corporate Division of China Association of Health Education, the Vice Chairman of Eastern China Health Education Research Society, and the Vice President of Shanghai Corporate Health Management Promotion Committee. Mr. Yu was the author of various publications on enterprise management and strategic development. He also served as consultant to many Chinese and international enterprises on corporate planning and development. Mr. Yu has in-depth knowledge and rich experience in macroeconomic and corporate development in China. Mr. Yu did not hold any directorship in any listed public companies in the last three years. Mr. Yu does not enter into a service contract with the Company. Mr. Yu is not appointed for a specific term but is subject to retirement by election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Yu is HK\$120,000 per annum. The emolument for Mr. Yu is determined by the Board with reference to Mr. Yu's responsibilities and duties within the Company. Mr. Yu does not have any relationship with any

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directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Yu does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Save as disclosed herein, in relation to the appointment of Mr. Yu as an executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Brief Profile of Mr. Chui Man Leung, Everett, aged 52, is a Fellow Member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Chui is also a Member of the Institute of Chartered Accountants in England and Wales. Mr. Chui became a qualified professional accountant in 1990 when he worked in the audit department of KPMG Hong Kong (main audit assignments included audit for the Bank of East Asia Limited, Overseas Trust Bank Limited (later sold to Dao Heng Bank Limited, which was eventually acquired by DBS Bank (Hong Kong) Limited) and China Petrochemical Corporation). Mr. Chui is the founding director and shareholder of Cen-1 Partners Limited, an independent consultancy company specialized in financial engineering and corporate structuring. Mr. Chui holds the following positions of the companies listed on the Stock Exchange of Hong Kong Limited: (1) an independent non-executive director, chairman of audit committee and nomination committee and a member of remuneration committee of Taung Gold International Limited (Stock Code no: 0621); (2) an independent non-executive director and chairman of audit committee and a member of salary review committee and nomination committee of SinoCom Software Group Limited (Stock Code no: 0299); and (3) an independent non-executive director and chairman of audit committee, remuneration committee and nomination committee of Sky Forever Supply Chain Management Group Ltd. (Stock Code no: 8047). Mr. Chui was an independent non-executive director and a member of audit committee of Duoyuan Printing, Inc., a company listed on New York Stock Exchange from Oct 2010 to Mar 2013. Mr. Chui was the Financial Controller and Company Secretary of Yau Lee Holdings Limited (Stock Code no: 0406), a company listed on the Stock Exchange of Hong Kong Limited, from February 1995 to May 2008. Mr. Chui is well experienced in the areas of finance, audit and accounting, and holds a Bachelor of Social Sciences in Business Economics & Accounting awarded by the University of Southampton in the United Kingdom. Mr. Chui does not enter into a service contract with the Company. Mr. Chui is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Chui is HK\$120,000 per annum. The emolument for Mr. Chui is determined by the Board with reference to Mr. Chui's responsibilities and duties within the Company. Mr. Chui does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Chui does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Save as disclosed herein, in relation to the appointment of Mr. Chui as an independent non-executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

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Brief Profile of Mr. Yao Liang, aged 47, has more than 20 years of experience in investment, management and corporate finance. Mr. Yao holds a master degree from Nanjing University School of Journalism & Communication in July of 2000. Mr. Yao is director of various private investment operations in Singapore and China. Mr. Yao did not hold any directorship in any listed public companies in the last three years. Mr. Yao does not enter into a service contract with the Company. Mr. Yao is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Yao is HK\$120,000 per annum. The emolument for Mr. Yao is determined by the Board with reference to Mr. Yao's responsibilities and duties within the Company. Mr. Yao does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Yao did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Save as disclosed herein, in relation to the appointment of Mr. Yao as an independent non-executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Brief Profile of Mr. Yang Chun Bao, aged 60, has more than 31 years of experience in finance and accounting. Mr Yang was admitted as a certified public accountant and he joined Shanghai Huashen Certified Public Accountants Ltd. (上海華申會計師事務所有限公司) in November 1973 and became a deputy supervisor (副主任) in June 2005. In July 2011, he was promoted to be the accountant-in-charge (主任會計師) of the firm. Mr Yang was conferred a degree of Master of Science in Business Administration by Madonna University at Livonia, Michigan, the USA in December 1999. Mr. Yang is currently an independent non-executive director of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. which is listed on The Stock Exchange of Hong Kong Limited (stock code: 8115). Mr. Yang does not enter into a service contract with the Company. Mr. Yang is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. The director's fee for Mr. Yang is HK\$120,000 per annum. The emolument for Mr. Yang is determined by the Board with reference to Mr. Yang's responsibilities and duties within the Company. Mr. Yang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Yang did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Save as disclosed herein, in relation to the appointment of Mr. Yang as an independent non-executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

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Mr. Li Xiaodong, aged 48, graduated from Tianjin University with a bachelor's degree in mechanical engineering and from The National University of Singapore with an EMBA. He served in Jianfeng Group, Shenzhen Jianfeng Technology Co., Ltd. (深圳尖峰科技有限公司), Boda Pharmaceutical (博大藥業集團), Smith & Nephew (英國施樂輝醫藥公司), Shenzhen Fuchun Foreign Trade Group (深圳富春外貿集團), the Quality Supervision and Inspection Centre of Vehicles and Project Machinery under the Ministry of Machinery (國家機械部汽車與工程機械品質檢驗中心). He is currently the chairman of Jiangsu Tairong City Infrastructure Facilities Investment Co., Ltd. (江蘇泰榮城市基礎設施投資有限公司) and Suzhou Great Environmental Technology Industry Development Co., Ltd. (蘇州格瑞特環保科技產業發展有限公司). Mr. Li has extensive experience in the market development and product sales in the pharmaceutical and medical equipment industry, and has participated in the M&A, restructuring, corporate team establishment and operational management of a number of pharmaceutical enterprises, including the establishment of Jiangsu Tairong City Infrastructure Facilities Investment Co., Ltd. (江蘇泰榮城市基礎設施投資有限公司) and the sino-foreign joint venture – Suzhou Jiaying Environment Ecological Technology Co., Ltd. (蘇州佳景環境生態科技有限公司) jointly established with Korea Nature and Environment Co., Ltd. (韓國自然與環境株式會社) (listed company) and Korea Tairong Group (韓國泰榮集團). He is also familiar with the PRC water resources market and water environment remediation business. He is the founder of Suzhou Great Environmental Technology Industry Development Co., Ltd. (蘇州格瑞特環保科技產業發展有限公司), which obtained investment from the “state high-tech industry venture risk investment fund” (國家高新技術產業創業風險投資基金) established by the National Development and Reform Commission and the Ministry of Finance. Such company specializes in the provision of highly concentrated organic wastewater treatment/sludge treatment services to new energy enterprises whose principal fuel is ethanol via the BOT/BOO (build/own/operate) project model, which eventually contributes to the development of bioenergy from wastewater and solid waste treatment and biomass fertilizer resource utilization.

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## NOTICE OF ANNUAL GENERAL MEETING

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**MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED**  
**銘源醫療發展有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 0233)**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Shareholders of Mingyuan Medicare Development Company Limited (the “Company”) will be held on Friday, 20 May 2016 at 10:00 a.m. at Ginseng Flower Room, 7/F, Ambassador Hotel Shanghai, No. 818 Wanhangu Road, Jing’an District, Shanghai to transact the following business:

**As Ordinary Business**

- (1) (A) To elect each of the following persons as Directors by way of separate resolution:
- (a) Mr. Lam Ping Cheung;
  - (b) Mr. David Hui Yip Wing;
  - (c) Mr. Lam Suk Ping;
  - (d) Ms. Hui Wai Man Shirley;
  - (e) Ms. Chan Mee Sze;
  - (f) Mr. Wong Anthony Chi Ho; and
  - (g) Ms. Lam Yan Fong Flora.
- (B) To re-elect each of the following retiring Directors by way of separate resolution:
- (a) Mr. Yao Yuan;
  - (b) Mr Kot Wang;
  - (c) Mr. Yu Ti Jun;
  - (d) Mr. Chui Man Lung Everett;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) Mr Yao Liang; and
  - (f) Mr Yang Chun Bao
- (C) To elect Mr. Li Xiao Dong as Independent Non-Executive Director of the Company.
- (2) To approve (i) remuneration for executive director be HK\$30,000 per month; and (ii) remuneration for non-executive director and independent non-executive director be HK\$10,000 per month.
  - (3) To appoint Crowe Horwath (HK) CPA Limited as a auditors of the Company for the ensuring year and authorize the Directors to fix their remuneration.

### **As Special Business**

- (4) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval granted in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to the following events, shall not exceed twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution:
  - (i) a Right Issue (as defined in paragraph (d) below);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities including bonds and debentures which are convertible into Shares;

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or

(iv) any scrip dividend or similar arrangement providing for the issue and allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws of the Company (as amended from time to time);

and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and

(iii) the date of any revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof whose names appear on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any relevant jurisdiction applicable to the Company”.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (5) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval granted in paragraph (a) above during the Relevant Period shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the 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 the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the date of any revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (6) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** conditional on the passing of the ordinary resolutions numbered 4 and 5 in this notice of Annual General Meeting, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 4 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the ordinary resolution numbered 4 set out in this notice of Annual General Meeting.”

By the Order of the Board  
**Yao Yuan**  
*Chairman & CEO*

Hong Kong, 8 April 2016

*Notes:*

- (1) A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of Shares. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the Annual General Meeting is enclosed. To be valid, the form of proxy must be duly completed and signed 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 certified copy of such power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.
- (3) The Register of Members of the Company will be closed from Tuesday, 17 May 2016 to Thursday, 19 May 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the attendance of the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 May 2016.

*As at the date of this announcement, the executive directors are Mr. Yao Yuan (Chairman & CEO) and Mr. Kot Wang; non-executive director is Mr. Yu Ti Jun; the independent non-executive directors are Mr. Chui Man Lung, Everett, Mr. Zhang Xiao Ming, Mr. Yao Liang and Mr. Yang Chun Bao.*