

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

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Heng Fai Enterprises Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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## Heng Fai Enterprises Limited

恒輝企業控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 185)**

**GENERAL MANDATES TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS,  
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the annual general meeting (the "AGM") of Heng Fai Enterprises Limited to be held at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Thursday, 28 August 2014 at 9:30 a.m. is set out on pages 7 to 10 of this circular.

Shareholders of the Company are advised to read the notice of AGM. Whether or not you intend to attend the meeting in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the time fixed for holding of the AGM or the adjourned meeting thereof as the case may be. Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so wish.

29 July 2014

<b>CONTENTS</b>
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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Notice of Annual General Meeting.</b> .....	7
<b>Appendix I – Biographies of retiring and re-electing Directors</b> .....	11

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Thursday, 28 August 2014 at 9:30 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Heng Fai Enterprises Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate to allot, issue and otherwise deal with up to 20% of the issued share capital of the Company as at the date of passing of the ordinary resolutions in relation thereto
“Latest Practicable Date”	24 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent



## Heng Fai Enterprises Limited

恒輝企業控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 185)**

*Executive Directors:*

Chan Heng Fai (*Managing Chairman*)  
Chan Tong Wan (*Managing Director*)  
Chan Yoke Keow

*Registered and principal office:*

24/F., Wyndham Place,  
40–44 Wyndham Street,  
Central, Hong Kong

*Non-executive Directors:*

Lam, Lee G. (*Vice-Chairman*)  
Fong Kwok Jen  
Teh Wing Kwan

*Independent non-executive Directors:*

Chan King Fai  
Tan Choon Seng  
Wong Dor Luk, Peter  
Wong Tat Keung

29 July 2014

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS,  
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with the information in respect of resolutions to be proposed at the AGM for (i) the granting of general mandate to the Directors to issue Shares, (ii) the re-election of Directors, (iii) the continuous appointment of independent non-executive director who has served for more than nine years, (iv) the proposed amendment to the Articles of Association; and (v) other relevant information regarding the AGM.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to give the Directors a general and unconditional mandate to allot, issue and deal with Shares representing up to 20% of the issued share capital of the Company at the date of passing of the ordinary resolution in relation thereto. On the basis of 3,655,657,172 Shares in issue on the Latest Practicable Date, and assuming no further Shares will be issued or repurchased by the Company on or before the AGM, the maximum number of Shares may be issued under the Issue Mandate is 731,131,434. Such authority may only continue in force until the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution, or revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

The Directors have no immediate plans to exercise the Issue Mandate.

### RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

In accordance with Articles 78 and 79 of the Articles of Association, each of Dr. Lam, Lee G., Mr. Tan Choon Seng and Mr. Teh Wing Kwan who are additional Directors appointed pursuant to Article 83 of the Articles of Association shall retire by rotation and, being eligible, offer themselves for re-election at the AGM. In addition, pursuant to Articles 78 and 79 of the Articles of Association, each of Mr. Fong Kwok Jen and Mr. Wong Dor Lok, Peter who have been longest in office since their last election, offers themselves to retire and, be eligible for re-election at the AGM.

Pursuant to the code provision as set out in paragraph A.4.3 of appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Mr. Wong Dor Lok, Peter who has served as an independent non-executive Director for more than nine years. Separate resolution will be proposed for his re-election at the forthcoming AGM. The Company has received from Mr. Wong Dor Lok, Peter a confirmation of independence according to rule 3.13 of the Listing Rules. Mr. Wong has never engaged in any executive management of the Group. Taking into consideration of the independent nature of his role and duties in the past years, the Board considers Mr. Wong to be independent under the Listing Rules although he has served the Company more than nine years. The Board is of the view that the continuous appointment of Mr. Wong as an independent non-executive Director will help to maintain the stability of the Board as Mr. Wong will continue to bring to the Board his experience and knowledge which are valuable to the Board.

The re-appointment of Directors has been reviewed by the nomination committee of the Board (the "Nomination Committee") which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the independent non-executive Directors including those to be re-elected at the AGM, in particular, Mr. Wong Dor Lok, Peter who has served the Board for more than nine years. All the independent non-executive Directors satisfy the criteria set out in Rule 3.13 of the Listing Rules.

## LETTER FROM THE BOARD

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board proposed to make amendments to Article 50 of the current Articles of Association to shorten the required notice period for convening a general meeting (other than an annual general meeting) for passing special resolution(s) to 14 days in order to be in line with the changes introduced by the Companies Ordinance which has taken effect on 3 March 2014.

It is also proposed that Article 91 which deals with resolutions in writing, be amended to facilitate the obtaining of approvals in connection with the conduct of the Company's business by allowing a resolution in writing to be signed by a majority of Directors as opposed to all Directors.

The proposed amendment to the current Articles of Association is stated in the proposed special resolution 6 in the notice of the AGM.

### ANNUAL GENERAL MEETING

Set out on pages 7 to 10 is a notice convening the AGM for the purposes of considering, if thought fit, approving, *inter alia*, the Issue Mandate, re-election of Directors and continuous appointment of independent non-executive Director who has served for more than nine years and the proposed amendment to the Articles of Association.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has material interest in any resolutions to be proposed at the AGM and accordingly, no Shareholder is required to abstain from voting in the AGM to approve any of the proposed resolutions.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible, but in any event no later than 48 hours before the time appointed for the time fixed for holding of the AGM or the adjourned meeting thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, save for resolutions which relate purely to procedure or administrative matter to be voted by a show of hands, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM in accordance with the Articles of Association. An explanation of the procedures of conducting a poll is provided in the notes to the notice of the AGM and details will be conveyed to the Shareholders at the AGM. The results of the poll shall be deemed to be the resolution of the general meeting in which the poll was demanded or required and the poll results will be published on the websites of Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hengfaienterprises.com](http://www.hengfaienterprises.com)) after the AGM.

## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 August 2014 to Thursday, 28 August 2014, (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all transfers of Shares accompanied by the relevant Share certificates and appropriate transfer forms must be lodged with the office of the Company's Share Registrar, Tricor Friendly Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 August 2014.

### RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the re-election of the retiring Directors and continuous appointment of independent non-executive director who has served for more than nine years, and the proposed amendment to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the resolutions to be proposed at the AGM to give effect to them.

### 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.

Your attention is drawn to the information set out in Appendix I to this circular.

Yours faithfully,  
By Order of the Board  
**Heng Fai Enterprises Limited**  
**Chan Tong Wan**  
*Managing Director*



## NOTICE OF ANNUAL GENERAL MEETING



### Heng Fai Enterprises Limited 恒輝企業控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 185)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Heng Fai Enterprises Limited (the “Company”) will be held at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Thursday, August 28, 2014 at 9:30 a.m. for the following purposes:

### ORDINARY BUSINESS

- (1) To receive, consider and adopt the audited financial statements, the directors’ report and the auditors’ report of the Company and its subsidiaries for the year ended 31 March, 2014.
- (2) (a) To re-elect the following retiring directors of the Company (the “Directors”) who are standing for re-election at the meeting:
  - (i) Dr. Lam, Lee. G as non-executive Director;
  - (ii) Mr. Fong Kwok Jen as non-executive Director;
  - (iii) Mr. Teh Wing Kwan as non-executive Director; and
  - (iv) Mr. Tan Choon Seng as independent non-executive Director.
- (b) To authorise the board of Directors (the “Board”) to fix the Directors’ fees.
- (3) To re-elect Mr. Wong Dor Lok, Peter who has served more than nine years since September 1998 as independent non-executive Director and to authorize the Board to fix his Director’s fee.
- (4) To appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company to hold office from the conclusion of this meeting and to authorise the Directors to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following resolutions of which Resolution (5) will be proposed as ordinary resolution and Resolution (6) will be proposed as special resolution:

#### ORDINARY RESOLUTION

- (5) **“THAT:**
- (a) and subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with securities of any and all classes in the share capital of the Company (the “Securities”) including but not limited to the Shares and other securities carrying a right to subscribe or purchase Securities which the Company may from time to time issue and to make or grant any offers, agreements or options (including warrants, bonds, debentures, notes, options or any securities derivative which carry the right to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
  - (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares of the Company upon the exercise of subscription or conversion rights under the terms of any warrants, bonds, debentures, notes and any securities derivative of the Company to subscribe for or convert into shares of the Company, or (iii) an issue of shares upon the exercise of options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company, or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time, shall not exceed 20 per cent of the total number of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 Companies Ordinance or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

**“Rights Issue”** means an offer of shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange in any territory applicable to the Company).”

### SPECIAL RESOLUTION

(6) **“THAT:**

(a) Article 50 of the articles of association of the Company shall be deleted in its entirety and replaced by the following:

50. An annual general meeting shall be called by 21 days’ notice in writing at the least, and any other general meeting of the Company (other than an adjourned meeting) shall be called by at least 14 days’ notice in writing. Subject to Article 56 in relation to an adjourned meeting, the notice of a general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting), the day and the hour of meeting and the general nature of the business to be dealt with, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company and also to the Auditors; but the accidental omission to

## NOTICE OF ANNUAL GENERAL MEETING

give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

- (b) Article 91 of the articles of association of the Company shall be deleted in its entirety and replaced by the following:

91. A Memorandum in writing signed by **a majority of** the Directors (but no alternate Directors) for the time being annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted."

By Order of the Board  
**Heng Fai Enterprises Limited**  
**Chan Tong Wan**  
*Managing Director*

Hong Kong, dated 29 July, 2014

*Registered office:*

24th Floor  
Wyndham Place  
40-44 Wyndham Street  
Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM convened by the above notice (or its adjourned meeting) is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the registered office of the Company in Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
3. For the purpose of determining shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 August 2014 to Thursday, 28 August 2014, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company (the "Shares") should ensure that all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company's Share Registrar, Tricor Friendly Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 August 2014.

**Mr. Fong Kwok Jen**, aged 65. He was appointed as a non-executive director of the Company in May 1995. He is a solicitor practising in Singapore. Mr. Fong is a director of Equity Law LLC, a law firm in Singapore. Mr. Fong graduated from the University of Singapore with a Bachelor of Laws degree with honours. In 1976 to 1977, he was awarded the Colombo Plan Award to attend the Government Legal Officer's Course in the United Kingdom. In 1986, he attended the NITA Advocacy Programme at Harvard Law School. He served as Chairman of the Disciplinary Committee of Singapore Exchange Securities Trading Limited from 1995 to 2007 and was a member of the Securities Industry Council between 1992 and 2003. He was also a Council Member of the Law Society of Singapore from 1990 to 1992. He is an Independent Non-Executive Director of CapitaMall Trust Management Limited and was a director of WBL Corporation Ltd and Capitacommercial Trust, the shares of which are listed on the Singapore Stock Exchange.

Except as stated above, Mr. Fong has not held any other directorships in any listed public companies in the last three years. Furthermore, Mr. Fong does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and as notified to the Company for the purposes of Part XV of the SFO, Mr. Fong is beneficially interested in 11,927,650 Shares, representing 0.33% of the total issued Shares of the Company.

No service agreement has been entered into between the Company and Mr. Fong. He has no fixed service terms but is subject to retirement by rotation in accordance with the Articles of Association. The director's fee payable to him is fixed at the rate of HK\$250,000 per annum until the Company in general meetings otherwise determines.

Save as disclosed herewith, there is no other matter that is need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Dr. Lam, Lee G.**, aged 55, was appointed as the vice-chairman and non-executive director of the Company in July 2014.

Dr. Lam holds a Bachelor of Science in Mathematics and Sciences, a Master of Science in Systems Science, and a Master of Business Administration, all from the University of Ottawa in Canada, a Post-graduate Diploma in Public Administration from Carleton University in Canada, a Post-graduate Diploma in English and Hong Kong Law and a Bachelor of Law (Hons) from Manchester Metropolitan University in the U.K., a Postgraduate Certificate in Laws from the City University of Hong Kong, a Master of Laws from the University of Wolverhampton in the U.K., a Certificate in Professional Accountancy from the Chinese University of Hong Kong SCS, a Master of Public Administration and a Doctor of Philosophy from the University of Hong Kong.

Dr. Lam has over 30 years of experience in multinational general management, management consulting, corporate governance, investment banking, direct investment and fund management across the telecommunications, media and technology (TMT), consumer/healthcare, infrastructure/real estates, resources/energy and financial

services sectors, and he also serves on the board of several publicly-listed companies and investment funds in the Asia Pacific region. Having served as a Part-time Member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region for two terms and the Legal Aid Services Council, Dr. Lam is a Member of the Jilin Province Committee (and formerly a Specially-invited Member of the Zhejiang Province Committee) of the Chinese People’s Political Consultative Conference, a Vice Chairman of Liaoning Chinese Overseas Friendship Association, a Member of the New Business Committee of the Financial Services Development Council (FSDC), a Member of the Derivatives Market Consultative Panel of Hong Kong Exchanges and Clearing Limited (HKEx), a Member of the Hong Kong Institute of Bankers, a Member of the World Presidents’ Organization, a Member of the Chief Executives Organization, a Fellow of the Hong Kong Institute of Directors and the Hong Kong Institute of Arbitrators, an Accredited Mediator of the Centre for Effective Dispute Resolution (CEDR), a Member of the General Committee and the Corporate Governance Committee of the Chamber of Hong Kong Listed Companies, a Board Member of the Australian Chamber of Commerce in Hong Kong and Macau, a founding Board Member and the Honorary Treasurer of the Hong Kong-Vietnam Chamber of Commerce, a founding Member of the Hong Kong-Korea Business Council, a Vice President of the Hong Kong Real Property Federation, and Chairman of Monte Jade Science and Technology Association of Hong Kong.

Dr. Lam is an independent non-executive director of CSI Properties Limited, Far East Holdings International Limited, Glorious Sun Enterprises Limited, Hutchison Harbour Ring Limited, Mei Ah Entertainment Group Limited, Vongroup Limited, Imagi International Holdings Limited and Ruifeng Petroleum Chemical Holdings Limited and a non-executive director of Sunwah Kingsway Capital Holdings Limited (all of which are listed on the Main Board of the Stock Exchange). Dr. Lam is an independent non-executive director of Asia Pacific Strategic Investment Limited, Next-Generation Satellite Communications Limited, Top Global Limited and Rowsley Ltd. (all of which are listed on the Main Board of the Singapore Stock Exchange), an independent non-executive director of Vietnam Equity Holding and Vietnam Property Holding (all of which are listed on the Stuttgart Stock Exchange), an independent non-executive director of Coalbank Limited (whose shares are listed on the Australian Stock Exchange) and an independent director of Sunwah International Limited (whose shares are listed on the Main Board of the Toronto Stock Exchange).

During the past three years, Dr. Lam was an independent non-executive director of China Communication Telecom Services Company Limited, Mingyuan Medicare Development Company Limited and Wai Chun Mining Industry Group Co. Ltd. (all of which are listed on the Stock Exchange). He was also previously an independent non-executive director of CDC Software Corporation (whose shares are listed on Nasdaq) and TMC Life Sciences Berhad (whose shares are listed on the Malaysian Stock Exchange).

Except as stated above, Dr. Lam has not held any other directorships in any listed public companies in the last three years. Furthermore, Dr. Lam does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interests in the shares of the Company within the meaning of Part XV of the SFO.

No service agreement has been entered into between the Company and Dr. Lam. He has no fixed service terms but is subject to retirement by rotation in accordance with the Articles of Association. The director's fee payable to him will be determined by the Board.

Save as disclosed herewith, there is no other matter that is need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Tan Choon Seng**, aged 61, was appointed as an independent non-executive Director in August 2013. He is the chairman of the remuneration committee of the Board and member of Nomination Committee of the Board since August 2013. He graduated from University of Singapore in 1976 and is a non practicing fellow member of the Chartered Accountant of Singapore. He is a member of the governing council of the Singapore Institute of Management, a leading provider of higher education and professional training in Singapore. From December 2004 to November 2012, Mr. Tan served as the group chief executive officer of WBL Corporation Limited, a company listed on the Singapore Exchange. Prior to this, he served as Vice President (Customer Solutions Group) and Managing Director of Hewlett-Packard South East Asia; a post he held from June 2002 when Hewlett-Packard acquired Compaq. In between January 2005 to October 2012, he was appointed as a director of Multi-Fineline Electronix, Inc, a company listed on the NASDAQ. Mr. Tan has expertise and competencies in global operations with special focus in South East Asia, Australia, and the China market with good understanding of East and West cultures and business practices with unique strengths in multi business management and financial re-engineering. Mr. Tan has extensive experience, knowledge and connection in industries covered includes in information technology, engineering & oil services, automobile distribution and property development.

Save as disclosed above, Mr. Tan had not held any directorship in other listed public companies during the last three years preceding the Latest Practicable Date.

No service agreement has been entered into between the Company and Mr. Tan. He has no fixed service terms but is subject to retirement by rotation in accordance with the Articles of Association. The director's fee payable to him is fixed at the rate of HK\$250,000 per annum until the Company in general meetings otherwise determines. Mr. Tan has confirmed his independency pursuant to Rule 3.13 of the Listing Rules. He has no interest in the shares of the Company within the meaning of Part XV of the SFO and is not a connected person of the Company as defined in the Listing Rules. He does not have any relationships with the directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Save as disclosed herewith, there is no other matter that is need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Teh Wing Kwan**, aged 42, was appointed as a non-executive Director in October 2013. He is a Fellow of the Association of Chartered Certified Accountants (United Kingdom), a Chartered Accountant of Institute of Singapore Chartered Accountant, a Chartered Accountant of Malaysian Institute of Accountants and a Full Member of Singapore Institute of Directors. Mr. Teh specialises in corporate finance, corporate restructuring and merger & acquisition. He is currently the group chief executive officer and executive director of Sapphire Corporation Limited (listed on the Mainboard of Singapore Exchange), the non-executive director of Asian American Medical Group Limited (listed on the Australian Securities Exchange) and CCM Group Limited (listed on the Catalist of Singapore Exchange). Mr. Teh was appointed advisor to the Board of Koda Ltd (listed on the Mainboard of Singapore Exchange) and also previously appointed audit committee chairman and independent director of other public companies listed on Singapore Exchange such as Creative Master Bermuda Limited and China Titanium Limited.

Except as stated above, Mr. Teh has not held any other directorships in any listed public companies in the last three years. Furthermore, Mr. Teh does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interests in the shares of the Company within the meaning of Part XV of the SFO.

No service agreement has been entered into between the Company and Mr. Teh. He has no fixed service terms but is subject to retirement by rotation in accordance with the Articles of Association. The director's fee payable to him is fixed at the rate of HK\$180,000 per annum until the Company in general meetings otherwise determines.

Save as disclosed herewith, there is no other matter that is need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Wong Dor Luk**, aged 72, was appointed as an independent non-executive Director in September 1998. He is a member of the audit committee, remuneration committee and nomination committee of the Board. He has over 32 years' experience in the fashion industry including distribution, sourcing, overseeing manufacturing and exporting to international clients in France, the United Kingdom, Germany and the United States.

Mr. Wong had not held any directorship in listed public companies during the last three years preceding the Latest Practicable Date.

No service agreement has been entered into between the Company and Mr. Wong. He has no fixed service terms but is subject to retirement by rotation in accordance with the Articles of Association. The director's fee payable to him is fixed at the rate of HK\$130,000 per annum until the Company in general meetings otherwise determines. Mr. Wong has confirmed his independency pursuant to Rule 3.13 of the Listing Rules.



<b>APPENDIX I      BIOGRAPHIES OF RETIRING AND RE-ELECTING DIRECTORS</b>
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As at the Latest Practicable Date and as notified to the Company for the purposes of Part XV of the SFO, Mr. Wong is beneficially interested in 280,000 shares, representing 0.01% of the total number of Shares of the Company. Mr. Wong does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herewith, there is no other matter that is need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.