

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 Taung Gold International 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 or transferee.

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**TAUNG GOLD** | **TAUNG GOLD INTERNATIONAL LIMITED**  
**壇金礦業有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 621)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO REPURCHASE SHARES AND**  
**TO ISSUE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening Annual General Meeting of Taung Gold International Limited (the “Company”) to be held at Unit 1901, 19/F, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on 30 August 2019, at 11:00 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

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## DEFINITIONS

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

|                          |   |
|--------------------------|---|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Unit 1901, 19/F, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Friday, 30 August 2019 at 11:00 a.m., notice of which is set out on pages 13 to 17 of this circular or, where the context so admits, or any adjournment thereof        |
| “Board”                  | the board of Directors  |
| “Bye-law(s)”             | the bye-laws of the Company, as amended from time to time, and “Bye-law” construes any bye-law thereof  |
| “Company”                | Taung Gold International Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange  |
| “Director(s)”            | the director(s) of the Company  |
| “GoldCom”                | Gold Commercial Services Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, whose principal business activities consist of investment holding and related activities  |
| “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   |
| “Issuance Mandate”       | a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to allot, issue and deal with Shares of an aggregate nominal amount of up to twenty per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution |

## DEFINITIONS

|                           |  |
|---------------------------|--|
| “Latest Practicable Date” | 23 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Repurchase Mandate”      | a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange of an aggregate nominal amount of up to ten per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution |
| “SFO”                     | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Share(s)”                | ordinary share(s) of HK\$0.01 each in the issued share capital of the Company  |
| “Shareholder(s)”          | the holder(s) of Share(s) of the Company   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”          | The Hong Kong Code on Takeovers and Mergers  |
| “TGL”                     | Taung Gold (Proprietary) Limited, a principal subsidiary of the Company  |

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**壇金礦業有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 621)**

*Executive Directors:*

Mr. Christiaan Rudolph de Wet de Bruin (*Co-chairman*)  
Ms. Cheung Pak Sum (*Co-chairman*)  
Mr. Neil Andrew Herrick (*Chief Executive Officer*)  
Mr. Phen Chun Shing Vincent

*Registered Office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 12  
Bermuda

*Independent Non-executive Directors:*

Mr. Chong Man Hung Jeffrey  
Mr. Li Kam Chung  
Mr. Tsui Pang

*Head Office and Principal Place  
of Business in Hong Kong:*

Unit 1901, 19/F Nina Tower  
8 Yeung Uk Road  
Tsuen Wan  
New Territories  
Hong Kong

31 July 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO REPURCHASE SHARES AND**  
**TO ISSUE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with notice of the Annual General Meeting and information on matters to be dealt with at the Annual General Meeting relating to: (a) general mandates to repurchase the Company's own fully-paid Shares and to issue new Shares; and (b) the re-election of retiring Directors.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. REPURCHASE AND ISSUANCE MANDATES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange of an aggregate nominal amount of up to ten per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution;
- (b) to allot, issue and deal with Shares of an aggregate nominal amount of up to twenty per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution (i.e. not exceeding 3,630,294,396 Shares based on the issued share capital of the Company of 18,151,471,981 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same on the date of passing such resolution); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions no. 4 and no. 5 as set out in the notice of Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Repurchase and Issuance Mandates, unless revoked or varied by way of an ordinary resolution of the shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

## LETTER FROM THE BOARD

### **3. RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Bye-law 98, Ms. Cheung Pak Sum, Mr. Li Kam Chung and Mr. Tsui Pang shall retire by rotation at the Annual General Meeting and, being eligible, shall offer themselves for re-election.

Biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II on pages 11 to 12 to this circular.

### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of Annual General Meeting is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

### **5. VOTE BY POLL**

Under Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll.

### **6. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## LETTER FROM THE BOARD

### 7. RECOMMENDATION

The Directors consider that the (i) granting of the Repurchase Mandate and granting/extension of the Issuance Mandate; and (ii) re-election of the retiring Directors are in the interests of the Company, the Group and Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 8. GENERAL INFORMATION

Your attention is also drawn to the additional information as set out in Appendix I and Appendix II to this circular being an explanatory statement on the Repurchase Mandate (Appendix I) and details of Directors proposed to be re-elected at the Annual General Meeting (Appendix II).

Yours faithfully,

By order of the Board

**TAUNG GOLD INTERNATIONAL LIMITED**

**Cheung Pak Sum**

**Christiaan Rudolph**

**de Wet de Bruin**

*Co-chairmen*

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

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 18,151,471,981 Shares.

Subject to the passing of ordinary resolution no. 4 as set out in the notice of Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,815,147,198 Shares (represents ten per cent of the issued Shares of the Company as at the date of passing the resolution to approve the Repurchase Mandate) during the period in which the Repurchase Mandate remains in force.

The Repurchase and Issuance Mandates, unless revoked or varied by way of an ordinary resolution of the shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the proposed granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net assets and/or earnings per Share. The Directors are seeking granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **3. FUNDING OF REPURCHASE**

Any repurchases will only be funded out of funds of the Company legally available for the purpose of making the proposed Repurchase Mandate in accordance with its Memorandum of Association and Bye-laws and the applicable laws of Bermuda.

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its Shares. Under the laws of Bermuda, repurchases may only be effected out of either the capital paid up on the relevant shares or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

**4. EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There may be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 March 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DISCLOSURE OF INTERESTS**

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

**6. DIRECTOR'S UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

**7. CONSEQUENCES OF REPURCHASE UNDER THE TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the following Shareholders are interested in more than 5 per cent of the Shares in issue:

| Name   | Number of<br>Shares | Percentage<br>Holding |
|--|---------------------|-----------------------|
| Goldborn Holdings Limited                            | 2,001,362,075       | 11.03%                |
| Gold Commercial Services Limited <sup>(note 1)</sup> | 1,301,713,219       | 7.17%                 |
| Mandra Esop Limited <sup>(note 2)</sup>              | 28,218,369          | 0.16%                 |
| Mandra Materials Limited <sup>(note 2)</sup>         | 1,835,354,722       | 10.11%                |
| Woo Foong Hong Limited <sup>(note 2)</sup>           | 426,530,727         | 2.35%                 |

*Notes:*

- (1) On 8 September 2011, the Company issued 1,130,141,116 shares of the Company to GoldCom for granting the put options to South African resident shareholders of TGL in relation to the sale to the Company through GoldCom of 21,174,316 shares of TGL (Please refer to the Company's circular dated 28 July 2011). On 21 November 2014, the Shareholders passed a special resolution to grant each of the TG Optionholders the right to sell a maximum number of 23,645,210 TG Shares to the Company or GoldCom for a maximum of 1,262,020,649 New Put Option Consideration Share (Please refer to the Company's circular dated 2 November 2014). The above rights were expired on 7 September 2016.
- (2) Mandra Materials Limited, Mandra Esop Limited and Woo Foong Hong Limited are 50% owned by Mr. Zhang Songyi. Hence, Mr. Zhang Songyi is deemed to be interested in the Shares held by Mandra Materials Limited, Mandra Esop Limited and Woo Foong Hong Limited for the purpose of SFO.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

| Name                             | Percentage Holding |
|----------------------------------|--------------------|
| Goldborn Holdings Limited        | 12.25%             |
| Gold Commercial Services Limited | 7.97%              |
| Mandra Esop Limited              | 0.17%              |
| Mandra Materials Limited         | 11.23%             |
| Woo Foong Hong Limited           | 2.61%              |

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25% as prescribed in the Listing Rules.

#### **8. SHARE REPURCHASES MADE BY THE COMPANY**

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

#### **9. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

**10. SHARE PRICES**

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

|                                      | Price per Share        |                       |
|--------------------------------------|------------------------|-----------------------|
|                                      | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2018</b>                          |                        |                       |
| July                                 | 0.044                  | 0.034                 |
| August                               | 0.052                  | 0.037                 |
| September                            | 0.045                  | 0.039                 |
| October                              | 0.044                  | 0.034                 |
| November                             | 0.062                  | 0.033                 |
| December                             | 0.101                  | 0.045                 |
| <b>2019</b>                          |                        |                       |
| January                              | 0.080                  | 0.056                 |
| February                             | 0.064                  | 0.047                 |
| March                                | 0.053                  | 0.040                 |
| April                                | 0.053                  | 0.041                 |
| May                                  | 0.045                  | 0.040                 |
| June                                 | 0.045                  | 0.037                 |
| July (up to Latest Practicable Date) | 0.043                  | 0.036                 |

In accordance with the Bye-Laws, Ms. Cheung Pak Sum, Mr. Li Kam Chung and Mr. Tsui Pang shall retire and, being eligible, shall offer themselves for re-election at the Annual General Meeting. Their biographical details are as follows:

**Ms. Cheung Pak Sum**, aged 43, was appointed as an executive director of the Company since April 2010 and Co-chairman of the Company since September 2018. She is the Head of Human Resources and Administration of the Company. She is well experienced in the areas of Human Resources and Administration. She was the senior administration officer of Pineview Industries Limited, a company listed on the Stock Exchange, from May 2006 to May 2008. Ms. Cheung also acts as director of certain subsidiaries of the Company.

As at the Latest Practicable Date, Ms. Cheung has personal interest in 19,215,637 outstanding share options granted by the Company.

Ms. Cheung had not entered into a service contract with the Company but was appointed by way of a letter of appointment with an initial term of one year and be renewable automatically for successive term of one year. Her appointment is subject to retirement by rotation and re-election by the Shareholders pursuant to the Bye-laws. Ms. Cheung is entitled to Director's fee of HK\$602,000 per annum which is determined by the Board with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

**Mr. Li Kam Chung**, aged 67, has been an independent non-executive director of the Company since April 2009. He is the chairman of each of the remuneration committee and technical, safety and environment committee; and a member of each of the audit committee and nomination committee of the Company. Mr. Li has over 10 years experience in trading businesses between Mainland China and Hong Kong. Mr. Li was appointed as independent non-executive director of Taung Gold (Pty) Limited, a non wholly-owned subsidiary of the Company in the Republic's of South Africa, on 26 April 2013. Mr. Li has been appointed as independent non-executive director of Zhido International (Holdings) Limited, a company listed on the Stock Exchange (stock code: 1220) since 2012. Mr. Li was the chairman of Joint Village Office For Villages In Shuen Wan Tai Po N.T. and a member of Tai Po District Council Environment, Housing and Works Committee.

As at the Latest Practicable Date, Mr. Li has personal interest in 19,215,637 outstanding share options granted by the Company.

Mr. Li had not entered into a service contract with the Company but was appointed by way of a letter of appointment with an initial term of one year and be renewable automatically for successive term of one year. His appointment is subject to retirement by rotation and re-election by the Shareholders pursuant to the Bye-laws. Mr. Li is entitled to

Director's fee of HK\$250,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Notwithstanding that Mr. Li has served the Company continuously since 2009, the Board (not including Mr. Li) is satisfied that Mr. Li has the required character, integrity and professional experience to continue fulfilling the role of Independent Non-executive Director. The Board (not including Mr. Li) is of the view that Mr. Li is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgment.

**Mr. Tsui Pang**, aged 36, has been an independent non-executive director of the Company since July 2016. He is a member of each of the audit committee, remuneration committee and nomination committee of the Company. He is currently a general manager of Chang Yang (Hubei) Mining Limited, which is engaged in exploration and the mining of barium sulphate at barite ores in Yichang City, Hubei Province in China. Before joining the Company, Mr. Tsui worked in Yuet Sing Group from 2004 to 2011 in different positions to participate in mine planning and feasibility study of mines in Enshi City, Hubei Province in China. Mr. Tsui holds a bachelor degree in Arts & Design in Education from the Hong Kong Polytechnic University.

Mr. Tsui had not entered into a service contract with the Company but was appointed by way of a letter of appointment with an initial term of one year and be renewable automatically for successive term of one year. His appointment is subject to retirement by rotation and re-election by the Shareholders pursuant to the Bye-laws. Mr. Tsui is entitled to Director's fee of HK\$250,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, none of the above Directors (i) hold any other position in the Company or any of its subsidiaries nor did he hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas; (ii) have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company and (iii) is interested in any interest, deemed interest or short position in any Shares, underlying shares or debentures of the Company as at the Latest Practicable Date (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders and there is no information 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 in respect of the above Directors who stand for re-election at the Annual General Meeting.

**TAUNG GOLD** | **TAUNG GOLD INTERNATIONAL LIMITED**  
**壇金礦業有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 621)**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Taung Gold International Limited (the “**Company**”) will be held at Unit 1901, 19/F, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on 30 August 2019, at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the report of the Directors and the auditors of the Company for the year ended 31 March 2019.
2. To re-elect retiring Directors and authorise the board of Directors of the Company (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorise the Board to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) 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;

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and
  - (iii) 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.”;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options 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 during the Relevant Period to make or grant offers, agreements and options 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 allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below); or
  - (ii) the exercise of the subscription or conversion rights attaching to any securities issued by the Company which are convertible into shares of the Company; or

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the exercise of the rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to participants of options to subscribe for, or rights to acquire, shares of the Company; or
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend of the Company in accordance with the Bye-laws of the Company.

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and the approval granted in paragraph (a) of this Resolution shall be limited accordingly; and

(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 revocation or variation of the authority given under this Resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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.”;

**“Rights Issue”** means an offer of shares open for a period fixed by the Company or the Directors to holders of the shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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 territory outside Hong Kong).



## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (c) The votes at the Annual General Meeting will be taken by poll.
- (d) For determining the qualification as shareholders of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed as set out below:

|   |  |
|---|--|
| Latest time to lodge transfer documents for registration: | 4:30 p.m. on Monday, 26 August 2019  |
| Closure of register of members:                           | Tuesday, 27 August 2019 to<br>Friday, 30 August 2019<br>(both dates inclusive) |
| Record Date:  | Friday, 30 August 2019   |

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than the above-mentioned latest time.

- (e) In the case of joint holders of a share, any one of such holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, the vote of that one of the such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (f) Delivery of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (g) A form of proxy for use at the Annual General Meeting is enclosed together with this circular.