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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 Public Financial Holdings 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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大眾金融控股有限公司\*

**PUBLIC FINANCIAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 626)

**PROPOSALS IN RESPECT OF GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES AND RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF 2014 ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Public Financial Holdings Limited (the "Company") to be held at Kowloon Room 1, Mezzanine Floor, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 14 March 2014 at 11:00 a.m. (the "2014 Annual General Meeting") is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the 2014 Annual General Meeting, please complete the accompanying 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for holding the meeting. Completion of the form of proxy and its return will not preclude you from attending and voting in person at the 2014 Annual General Meeting if you so wish.



**大眾金融控股有限公司\***  
**PUBLIC FINANCIAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 626)**

*Non-executive Directors:*

Tan Sri Dato' Sri Dr. Teh Hong Piow (*Chairman*)  
Tan Sri Dato' Sri Tay Ah Lek  
Quah Poh Keat  
Dato' Chang Kat Kiam  
Chong Yam Kiang

*Executive Directors:*

Tan Yoke Kong  
Lee Huat Oon

*Independent Non-executive Directors:*

Tan Sri Datuk Seri Utama Thong Yaw Hong (*Co-Chairman*)  
Lee Chin Guan  
Tang Wing Chew  
Lai Wan

*Registered Office:*

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Head Office and*

*Principal Place of Business:*  
2/F, Public Bank Centre  
120 Des Voeux Road Central  
Central, Hong Kong

13 February 2014

*To the shareholders*

Dear Sir or Madam,

**PROPOSALS IN RESPECT OF GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES AND RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF 2014 ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the 2014 Annual General Meeting of the Company relating to (i) the granting of general mandates to the directors of the Company (the "Directors") to repurchase and issue ordinary shares of the Company (the "Shares"); and (ii) the re-election of retiring Directors.

\* *For identification purpose only*

## LETTER FROM THE BOARD

### GENERAL MANDATE TO REPURCHASE SHARES

At the 2014 Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted a general mandate to exercise all the powers of the Company to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) the issued and fully-paid Shares of HK\$0.10 each in the capital of the Company, up to 10% of the aggregate nominal amount of the issued share capital of the Company, as at the date of the passing of the resolution (the “Share Repurchase Mandate”).

The information required pursuant to Rule 10.06(1)(b) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) to be given to the shareholders of the Company is set out in Appendix I to this circular.

### GENERAL MANDATE TO ISSUE SHARES

At the 2014 Annual General Meeting, an ordinary resolution will be proposed to renew the general mandate, which will lapse at the conclusion of the 2014 Annual General Meeting, empowering the Directors to allot, issue and deal with additional Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution (the “Share Issue Mandate”).

The Share Repurchase Mandate and the Share Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company, or at the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s Bye-laws to be held, or on revocation or variation of the said resolution by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest.

In addition, if the resolution to authorise the repurchase of Shares is passed, an ordinary resolution will be proposed to authorise the Directors to issue further Shares up to an amount equal to the aggregate nominal amount of the Shares purchased under the authority to repurchase.

The Share Issue Mandate empowers the Directors to allot, issue and deal with additional Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution as and when required. No Share was issued pursuant to the share issue mandate granted in the 2013 annual general meeting and the Directors have no present intention to issue Shares under the proposed Share Issue Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with bye-laws 95, 112(A) and (B) of the Company’s Bye-laws, Mr. Quah Poh Keat, Dato’ Chang Kat Kiam, Mr. Lee Chin Guan, Mr. Tang Wing Chew and Mr. Lai Wan shall retire at the 2014 Annual General Meeting and, being eligible, offer themselves for re-election.

## LETTER FROM THE BOARD

In respect of Mr. Lee Chin Guan, he has served as an Independent Non-executive Directors of the Company for more than 9 years. He satisfies the independence factors set out in Rule 3.13 of the Listing Rules and he is not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. In addition, he continues to demonstrate the attributes of an independent non-executive director and there is no evidence that his tenure has had any impact on his independence. The Board is of the opinion that Mr. Lee Chin Guan remains independent notwithstanding the length of his service and thus recommends him for re-election at the 2014 Annual General Meeting.

Details of the Directors who are proposed to be re-elected at the 2014 Annual General Meeting are set out in Appendix II to this circular.

The notice convening the 2014 Annual General Meeting is set out on pages 13 to 16 of this circular.

### **2014 ANNUAL GENERAL MEETING**

A form of proxy for use at the 2014 Annual General Meeting is enclosed. Such form of proxy can also be downloaded from the Stock Exchange's website at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company's website at [www.publicfinancial.com.hk](http://www.publicfinancial.com.hk). Whether or not you are able to attend the 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2014 Annual General Meeting should you so desire.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the 2014 Annual General Meeting will put all the resolutions proposed at the 2014 Annual General Meeting to be voted by way of a poll pursuant to bye-law 76(i) of the Company's Bye-laws. The results of the poll will be published on the Stock Exchange's website at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company's website at [www.publicfinancial.com.hk](http://www.publicfinancial.com.hk) as soon as possible after the conclusion of the 2014 Annual General Meeting.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Directors consider that the above proposals are in the best interests of the Company and its shareholders as a whole and accordingly recommend you to vote in favour of the resolutions relating thereto.

Yours faithfully,  
**Tan Sri Dato' Sri Dr. Teh Hong Piow**  
*Chairman*

As at 6 February 2014 (the “Latest Practicable Date”), the number of Shares in issue was 1,097,917,618. On the basis that no further Shares are issued or repurchased prior to the date of the passing of this resolution, the Directors would be authorised to repurchase up to 109,791,761 Shares.

Further, shareholders should note that the Share Repurchase Mandate covers repurchases made or agreed to be made only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by any applicable law or the Company’s Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

### INFORMATION TO ASSIST SHAREHOLDERS

The following information is provided to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own Shares:

**(a) Reasons for Share Repurchase Mandate**

The Directors believe that it is in the best interests of the Company and its shareholders to have a general mandate from shareholders to enable the Directors to repurchase Shares in 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 its shareholders.

**(b) Funding of Repurchases**

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its Shares. Repurchases will be funded from the funds legally available for such purpose. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on a repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium or contributed surplus accounts of the Company. The Directors proposed that the Company would derive the funds from such sources.

**(c) Impact on Working Capital or Gearing Position**

As compared with the position disclosed in the audited accounts for the financial year ended 31 December 2013, the Directors consider that there will be no material adverse impact on the working capital and on 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. Nevertheless, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

**(d) Directors, their Associates and Connected Persons**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention, in the event that the proposal is approved by shareholders, to sell their Shares to the Company under the proposed Share Repurchase Mandate.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make purchases of Shares.

**(e) Undertaking of the Directors**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye-laws of the Company.

**(f) Share Repurchases made by the Company**

During the six months preceding the Latest Practicable Date, the Company has not repurchased any of its Shares.

**(g) Share Prices**

During each month from 1 February 2013 to the Latest Practicable Date, the highest and lowest traded prices of the Shares on the Stock Exchange were as follows:

	Per Share	
	Highest HK\$	Lowest HK\$
<b>2013</b>		
February	4.02	3.83
March	4.04	3.83
April	4.00	3.83
May	3.95	3.67
June	3.72	3.35
July	3.65	3.37
August	3.89	3.40
September	4.15	3.46
October	4.17	3.94
November	4.08	3.95
December	4.09	3.91
<b>2014</b>		
January	4.14	3.68
February (made up to the Latest Practicable Date)	3.72	3.63

**(h) The Code on Takeovers and Mergers (the "Takeovers Code")**

If, on the exercise of the power to purchase Shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Public Bank Berhad ("Public Bank") held a beneficial interest in 804,017,920 Shares, representing approximately 73.23% of the issued share capital of the Company. Tan Sri Dato' Sri Dr. Teh Hong Piow is deemed to be interested in the Shares of the Company to the extent Public Bank has an interest by virtue of his interest in Public Bank. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to Ordinary Resolution No. 4 and if there is no other change in the issued share capital of the Company, the shareholdings of Public Bank as well as Tan Sri Dato' Sri Dr. Teh Hong Piow would be increased to approximately 81.37% of the issued share capital of the Company. The Directors consider that such an increase

would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are also not aware of any other shareholder, or a group of shareholders acting in concert, who may become obliged to do so in such an event.

However, such increase from 73.23% to 81.37% will mean that less than 25% of the Shares are in public hands and thus will contravene the minimum public float requirement pursuant to Rule 8.08(1) of the Listing Rules. The Directors will not exercise the Share Repurchase Mandate to such extent that may jeopardize the public float requirement.

**Mr. Quah Poh Keat**

Mr. Quah Poh Keat, aged 61, has 35 years of experience in auditing, tax and insolvency practices and had worked in Malaysia and United Kingdom. His experiences include restructuring, demergers and privatisation. Mr. Quah was appointed a Non-executive Director of the Company in July 2008, re-designated as an Independent Non-executive Director in January 2009 and re-designated as a Non-executive Director in October 2013 following his appointment as Deputy Chief Executive Officer of Public Bank. He is currently a member of the Audit Committee, Remuneration Committee and Nomination Committee. He is also a Non-executive Director of Public Bank (Hong Kong) Limited (“Public Bank (Hong Kong)”) and Public Finance Limited (“Public Finance”).

Mr. Quah is also an Independent Non-executive Director of LPI Capital Berhad, which is a public listed company in Malaysia. His previous directorships in public listed companies over the last three years were in PLUS Expressways Berhad (resigned on 23 December 2011), IOI Corporation Berhad (resigned on 13 September 2013), Telekom Malaysia Berhad (resigned on 30 September 2013) and Public Bank (resigned on 1 October 2013).

Mr. Quah is a Fellow of the Malaysian Institute of Taxation and the Association of Chartered Certified Accountants. He is also a member of the Malaysian Institute of Accountants, the Malaysian Institute of Certified Public Accountants and the Chartered Institute of Management Accountants.

Mr. Quah was a partner of KPMG Malaysia since October 1982 and appointed Senior Partner (also known as Managing Partner in other practices) in October 2000 until 30 September 2007. He retired from the firm on 31 December 2007.

Mr. Quah has entered into an appointment letter with the Company. His appointment with the Company has no fixed term, but is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws of the Company. Mr. Quah was entitled to a director’s fee of HK\$100,000 for 2013, which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Quah does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and he does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Quah Poh Keat that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Dato’ Chang Kat Kiam**

Dato’ Chang Kat Kiam, aged 59, has 39 years of experience in the banking and finance industry. He was appointed a Non-executive Director of the Company in March 2004.

He is also a Non-executive Director of Public Bank (Hong Kong) and Public Finance. He is currently the Senior Chief Operating Officer of Public Bank. He also holds directorships in several other companies in the Public Bank Group. Dato' Chang did not hold any directorship in other public listed companies in the last three years. He holds a Master's degree in Business Administration.

Dato' Chang has entered into an appointment letter with the Company. His appointment with the Company has no fixed term of service, but is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws of the Company. Dato' Chang was entitled to a director's fee of HK\$100,000 for 2013, which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Dato' Chang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and save as disclosed below, he does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance:

- (i) 114,215 shares in Public Bank, representing approximately 0.0032% interest thereof;
- (ii) 300,000 shares in the Company, representing approximately 0.0273% interest thereof; and
- (iii) 1,380,000 options to subscribe for shares in the Company.

Save as disclosed above, there are no other matters in relation to the re-election of Dato' Chang Kat Kiam that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **Mr. Lee Chin Guan**

Mr. Lee Chin Guan, aged 55, has 21 years of experience in the legal practice, principally in commercial and corporate matters. He was appointed an Independent Non-executive Director of the Company in September 2004 and is a member of the Audit Committee, Remuneration Committee and Nomination Committee. He is also an Independent Non-executive Director of Public Bank (Hong Kong) and Public Finance.

Mr. Lee did not hold any directorship in other listed public companies in the last three years.

Mr. Lee qualified as a Barrister-at-Law from the Middle Temple, United Kingdom in 1982. He also holds a Bachelor Degree in Science (Hons) from the University of Manchester Institute of Science and Technology, England and Degrees in Law from Cambridge University, Oxford University and Chicago-Kent College of Law.

Mr. Lee has entered into an appointment letter with the Company. His appointment with the Company has no fixed term of service, but is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws of the Company. Mr. Lee was entitled to a director's fee of HK\$100,000 for 2013, which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Lee does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and save as disclosed below, he does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance:

- (i) 250,028 shares in Public Bank, representing approximately 0.0071% interest thereof; and
- (ii) 350,000 options to subscribe for shares in the Company.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lee Chin Guan that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **Mr. Tang Wing Chew**

Mr. Tang Wing Chew, aged 69, has 46 years of experience in the financial services industry, ranging from research, management and project studies, training, mergers and integration, and stewardship of financial institutions. He was appointed an Independent Non-executive Director of the Company in December 2013 and is a member of the Audit Committee, Remuneration Committee and Nomination Committee. He is currently an Independent Non-executive Director of Public Bank. He also holds directorships in other companies in the Public Bank Group.

Mr. Tang did not hold any directorship in other public listed companies in the last three years except for his current directorship in Public Bank.

Mr. Tang, graduated with a Bachelor of Arts (Hons) degree from the University of Malaya. He had served the Central Bank of Malaysia for 18 years and had working experience in two finance companies, where he was the Chief Executive Officer and General Manager (Operations). Mr. Tang had also served as an Executive Adviser and the Chief Executive Officer of an insurance company.

Mr. Tang has entered into an appointment letter with the Company. His appointment with the Company has no fixed term of service, but is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws of the Company. Mr. Tang was entitled to a director's fee of HK\$3,288 for 2013 (pro-rated of HK\$100,000 per year for 2013), which was determined with reference to his duties and responsibilities with the Company.

## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Tang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and he does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Tang Wing Chew that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Lai Wan**

Mr. Lai Wan, aged 70, has 39 years of experience in the banking and finance related industries. He was appointed an Independent Non-executive Director of the Company in December 2013 and is a member of the Audit Committee, Remuneration Committee and Nomination Committee. He is currently an Independent Non-executive Director of Public Bank. He also holds a directorship in a subsidiary company of Public Bank.

Mr. Lai did not hold any directorship in other listed public companies in the last three years except for his current directorship in Public Bank.

Mr. Lai, graduated with a Bachelor of Arts (Hons) degree in Economics from the University of Malaya and is a member of Institute of Bankers Malaysia. He had served the Central Bank of Malaysia for 20 years up to 1985 and had working experience in three finance companies from 1985 to 1994 where he had held senior management positions. In 1994, he joined The Pacific Bank Berhad, a public listed company in Malaysia, as General Manager, and was appointed as Chief Executive Officer in 1997. He also served as the Chief Executive Officer of PacificMas Berhad (formerly known as The Pacific Bank Berhad and was renamed after disposal of its banking business in 2000) until his retirement in 2003.

Mr. Lai has entered into an appointment with the Company. His appointment with the Company has no fixed term of service, but is subject to retirement by rotation and re-election at annual general meeting pursuant to the Bye-laws of the Company. Mr. Lai was entitled to a director's fee of HK\$3,288 for 2013 (pro-rated of HK\$100,000 per year for 2013), which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Lai does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and save as disclosed below, he does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance:

- (i) 16,959 shares in Public Bank, representing approximately 0.0005% interest thereof.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lai Wan that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**大眾金融控股有限公司\*****PUBLIC FINANCIAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 626)

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Public Financial Holdings Limited (the "Company") will be held at Kowloon Room 1, Mezzanine Floor, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 14 March 2014 at 11:00 a.m. for the following purposes:

**As Ordinary Business:**

1. To receive, consider and adopt the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2013.
2. To re-elect directors and to authorise the Board of Directors (the "Board") to fix directors' remuneration.
3. To re-appoint Messrs. Ernst & Young as auditors and to authorise the Board of Directors to fix their remuneration.

**As Special Business:**

To consider as special business and, if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

4. "THAT:
  - (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

\* For identification purpose only

- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of 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 any applicable law or the Bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

- (a) subject to the following provisions of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved to the exclusion of any existing specific authority;
- (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 or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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; (ii) the exercise of warrants, if any, to subscribe for shares of the Company or the exercise of options granted under any share option scheme adopted by the Company; (iii) an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company’s Bye-laws; or (iv) an issue of shares made pro rata to holders of shares in the Company on a fixed record date, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of 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 any applicable law or the Bye-laws of the Company to be held; or
- (iii) the 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 of the Company to the holders of shares 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 exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT**, subject to the passing of Ordinary Resolutions Nos. 4 and 5 as set out in the notice of annual general meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot shares be and is hereby extended by the additions to the aggregate nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4 set out in the notice of annual general meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

By Order of the Board  
**Tan Yoke Kong**  
*Company Secretary*

Hong Kong, 13 February 2014

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote instead of the shareholder. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, proxies in the prescribed form must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the meeting.
4. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 11 March 2014 to Friday, 14 March 2014, both days inclusive, during which period no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 10 March 2014.
5. If a shareholder wishes to nominate a person (the "Candidate") to stand for election as a director, he/she shall deposit a written notice (the "Notice") to the Company at 2/F, Public Bank Centre, 120 Des Voeux Road Central, Central, Hong Kong no later than Thursday, 20 February 2014. The Notice must include the Candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules, and must be signed by the shareholder concerned and the Candidate indicating his/her willingness to be elected and consent for publication of his/her personal data.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.
7. As regards Resolution No. 2 of this notice, the retiring Independent Non-executive Directors standing for re-election, namely, Mr. Lee Chin Guan, Mr. Tang Wing Chew and Mr. Lai Wan, have given annual confirmations of their independence to the Company. Based on such confirmations and the information available to the Board, the Board considers that Mr. Lee Chin Guan, Mr. Tang Wing Chew and Mr. Lai Wan are independent.
8. As regards Resolution No. 4 of this notice, approval is being sought from members for a general mandate to be given to the directors to repurchase shares.
9. As regards Resolution No. 5 of this notice, approval is being sought from members for a general mandate to authorise the allotment of shares in the capital of the Company in order to give flexibility to the directors in the event it becomes desirable to issue any additional shares of the Company. The directors have no immediate plan to issue any new shares of the Company pursuant to such approval.
10. As regards Resolution No. 6 of this notice, approval is being sought from members for an extension of the general mandate sought to be granted to the directors of the Company to allot shares by adding to it the number of shares which shall have been repurchased under the authority granted pursuant to Resolution No. 4 of this notice.
11. An explanatory statement containing the information regarding Resolution No. 4 of this notice is contained in the circular accompanying this notice.