

---

**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 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 securities in Future World Financial Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**FUTURE WORLD FINANCIAL HOLDINGS LIMITED****未 來 世 界 金 融 控 股 有 限 公 司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 572)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A letter from the board of directors of Future World Financial Holdings Limited (the “**Company**”) is set out on pages 3 to 10 of this circular. A notice convening an annual general meeting of the Company to be held at Magnolia & Camomile Room, Lower Level II, Kowloon Shangri-la Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Monday, 17 June 2019 are set out on pages 23 to 28 of this circular. The proxy form for use at the aforesaid general meeting is enclosed with this circular. Such proxy form is also published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to attend the annual general meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and deposit the same at the offices of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

15 May 2019

---

# CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
General Mandates to Issue and Repurchase Shares .....	4
Re-election of the Retiring Directors .....	4
Re-appointment of auditors .....	5
Refreshment of Share Option Scheme Mandate Limit .....	6
Voting at the AGM .....	9
Action to be Taken .....	10
Recommendation .....	10
Responsibility Statement .....	10
Additional Information .....	10
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	11
<b>APPENDIX II – DETAILS OF THE RETIRING DIRECTORS     PROPOSED FOR RE-ELECTION</b> .....	15
<b>NOTICE OF AGM</b> .....	23

---

## 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 Magnolia & Camomile Room, Lower Level II, Kowloon Shangri-la Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 17 June 2019 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 23 to 28 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Future World Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	8 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Share of the Company as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by Company on 22 February 2012
“Share Option Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all Options to be granted under the Share Option Scheme, which shall not exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme or limit refreshment thereof from time to time, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	per cent.

---

## LETTER FROM THE BOARD

---



### FUTURE WORLD FINANCIAL HOLDINGS LIMITED

未來世界金融控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 572)**

*Executive Directors:*

Wang Fei  
Liang Jian  
Yu Zhenzhong  
Cai Linzhan  
Lau Fai Lawrence  
Siu Yun Fat  
Yu Qingrui

*Independent Non-executive Directors:*

Chen Pei  
Siu Siu Ling, Robert  
Tam Tak Wah  
Zheng Zongjia

*Registered Office:*

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

*Principal office of business:*

Unit 912, 9th Floor  
New East Ocean Centre  
9 Science Museum Road  
Kowloon  
Hong Kong

15 May 2019

*To the Shareholders, and for information only,  
and options holders of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (d) the re-election of the retiring Directors; (e) the re-appointment of auditors; and (f) the refreshment of Share Option Scheme Mandate Limit.

---

## **LETTER FROM THE BOARD**

---

### **2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company was 12,480,291,446 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 2,496,058,289 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 1,248,029,144 Shares.

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 granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

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

The Board currently consists of eleven Directors, namely Mr. Wang Fei, Mr. Liang Jian, Mr. Yu Zhenzhong, Mr. Cai Linzhan, Mr. Lau Fai Lawrence, Mr. Siu Yun Fat, Mr. Yu Qingrui, Mr. Chen Pei, Mr. Siu Siu Ling, Robert, Mr. Tam Tak Wah and Mr. Zheng Zongjia.

Pursuant to Article 108(A), Mr. Cai Linzhan, Mr. Siu Yun Fat and Mr. Tam Tak Wah shall retire by rotation at the AGM. Mr. Wang Fei, Mr. Liang Jian, Mr. Yu Zhenzhong and Mr. Chen Pei were appointed Directors by the Board pursuant to Article 112 shall hold office until the forthcoming annual general meeting and shall then be eligible for re-election. All of the above seven retiring Directors, being eligible, will offer themselves for re-election at the AGM.

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

---

## LETTER FROM THE BOARD

---

The Nomination Committee of the Company has reviewed the structure and composition of the Board in accordance with the Nomination Policy of the Company and the objective criteria (including but not limited to gender, age, cultural, educational background, professional experience, skills and know-how) with due regard for the benefits of diversity, as set out under the Board Diversity Policy of the Company.

The Nomination Committee has taken into account of the integrity, skills and experience of Mr. Chen and Mr. Tam. Mr. Chen has extensive corporate and business experiences in the PRC and being a new member to the Board, enable him to provide valuable perspective and contribution to the Board on matters relating to any potential business development in the PRC. Mr. Tam is a professional accountant and has expertise in the fields of corporate accounting and financing matters. He has also strong experience in corporate governance and is familiar with management of Hong Kong listed companies. During the year, Mr. Tam has given impartial advice and exercise independent judgement and served on various committees of the Board. The Nomination Committee is of the view that both Mr. Chen and Mr. Tam have satisfied the criteria for independence set out in rule 3.13 of the Listing Rules and will be able to provide valuable, independent and objective view to the Company's affairs.

With the recommendation by the Nomination Committee, the Board recommended the retiring Directors, Mr. Wang Fei, Mr. Liang Jian, Mr. Yu Zhenzhong, Mr. Cai Linzhan, Mr. Siu Yun Fat, Mr. Chen Pei and Mr. Tam Tak Wah to stand for re-election as Directors at the AGM. Each of the retiring Directors abstained from voting at the relevant Board meetings on respective propositions of their recommendations for re-election by the Shareholders.

#### 4. RE-APPOINTMENT OF AUDITORS

Moore Stephens CPA Limited ("**Moore Stephens**") was appointed as auditors of the Company on 22 March 2017 following the resignation of Asian Alliance (HK) CPA Company Limited. Moore Stephens was retired and re-appointed as auditors of the Company by the Shareholders at the annual general meetings of the Company on 31 May 2017 and 31 May 2018.

According to the Articles, Moore Stephens would retire at the AGM. Therefore, the Board would like to re-appoint Moore Stephens, the current auditors of the Company, as the auditors of the Company until the conclusion of the next annual general meeting.

---

## LETTER FROM THE BOARD

---

### 5. REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

At the extraordinary general meeting of the Company held on 22 February 2012, the Company adopted a new Share Option Scheme. The Share Option Scheme became effective on 22 February 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The Board proposes to seek the approval of the Shareholders to refresh the existing Share Option Scheme Mandate Limit. Under the existing Share Option Scheme Mandate Limit, the Directors were authorised to grant 1,158,029,144 Options to subscribe for up to 1,158,029,144 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting on 31 May 2018 at which the Share Option Scheme Mandate Limit was previously refreshed.

After refreshment of the Share Option Scheme Mandate Limit as approved by the Shareholders at last year's annual general meeting of the Company held on 31 May 2018 and up to the Latest Practicable Date, 718,000,000 Options were granted and no options were exercised, cancelled and lapsed under the Share Option Scheme. As at the Latest Practicable Date, the Company plan to grant the remaining 440,029,144 Options under the Share Option Scheme Mandate Limit prior to the AGM. Further announcement(s) will be made by the Company in compliance with the Listing Rules regarding grant of Options.

As at the Latest Practicable Date, the number of outstanding Options entitling the holders thereof to subscribe for Shares under the Share Option Scheme is 1,358,000,000.

In order to provide the Company with greater flexibility in granting Options to eligible persons (including but not limited to employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contributions to the Company, the Board decided to seek the approval from the Shareholders to refresh the Share Option Scheme Mandate Limit at the AGM. The refreshment of the Share Option Scheme Mandate Limit is in line with the purpose of the Share Option Scheme. The Directors consider that such refreshment of the Share Option Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole.



---

## LETTER FROM THE BOARD

---

Based on 12,480,291,446 Shares in issue as the Latest Practicable Date and assuming no further Shares are repurchased and issued prior to the AGM, upon the approval of the refreshment of the Share Option Scheme Mandate Limit at the AGM, the Directors will, apart from the 1,358,000,000 options which have already been granted and are still outstanding, be authorised to exercise the powers of the Company to issue 1,248,029,144 Options to subscribe for a total of 1,248,029,144 Shares, representing 10% of the total number of Shares in issue as at the AGM. Assuming that the refreshment of the Share Option Scheme Mandate Limit is approved at the AGM and taking into account the following:

1. the additional 1,248,029,144 Shares subject to the Share Option Scheme Mandate Limit (as refreshed); and
2. the 1,358,000,000 Shares subject to the Options granted under the Share Option Scheme and yet to be exercised,

the number of the Shares that may be issued under the options to be granted under the Share Option Scheme Mandate Limit (as refreshed) and to be issued under the Options granted and outstanding will be in aggregate 2,606,029,144 Shares, representing approximately 20.88% of the Shares in issue as at the Latest Practicable Date and is within the 30% of Shares in issue from time to time as required under the Share Option Scheme.

The refreshment of the Share Option Scheme Mandate Limit of the Share Option Scheme is conditional upon:

1. the passing of an ordinary resolution at the AGM to approve the refreshment of the Share Option Scheme Mandate Limit by the Shareholders, to authorise the Directors to grant Options to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Options granted under the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any Options granted under the refreshed Share Option Scheme Mandate Limit.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares to be issued upon the exercise of any Options that may be granted under the Share Option Scheme and any other schemes of the Company under the refreshed Share Option Scheme Mandate Limit.

---

## LETTER FROM THE BOARD

---

An ordinary resolution will be proposed at the AGM to approve the refreshment of the Share Option Scheme Mandate Limit of the Share Option Scheme in the terms as set out in Resolution No. 5 of the notice of the AGM. In order that the Company could continue to grant Options to selected participants as incentives or rewards for their contributions to the Company, the Directors recommend the Shareholders to vote in favor of this resolution.

### Outstanding options

The table below sets out the summary of the outstanding options.

	Date of grant	Exercise price HK\$	Exercisable period	Outstanding as the Latest Practicable Date
<b>Share Option Scheme</b>				
Directors	28 July 2017	0.127	28 July 2017 to 27 July 2019	192,000,000
	26 March 2019	0.1244	27 March 2019 to 26 March 2020	258,000,000
Employees	28 July 2017	0.127	28 July 2017 to 27 July 2019	64,000,000
	26 March 2019	0.1244	27 March 2019 to 26 March 2020	20,000,000
Consultants	28 July 2017	0.127	28 July 2017 to 27 July 2019	384,000,000
	26 March 2019	0.1244	27 March 2019 to 26 March 2020	440,000,000
				<u>1,358,000,000</u>

As disclosed in the above table, a total of 1,358,000,000 outstanding Options were granted to Directors, employees and consultants of the Group. The grant of the Options to the relevant grantees was in recognition of their contributions to the growth and development of the Group in the past and as an incentive for their continuing commitments and contributions to the Group in the future. The Directors who were the relevant grantees are executive Directors which play key role in setting up the Company's strategy. The employees and consultants also provided contributions to the Group by implementing the strategy and/or giving consultancy advices to the Group.

---

## **LETTER FROM THE BOARD**

---

Unless the Share Option Scheme Mandate Limit is refreshed, save for 440,029,144 Options (representing approximately 3.5% of the existing issued share capital of the Company) may be granted, the Company may not grant any Share Options pursuant to the Share Option Scheme. The Share Option Scheme was adopted to recognise and acknowledge the contributions of the eligible participants made to the Group and provide incentive to those eligible persons. The Share Option Scheme will provide the grantees with an opportunity to have a personal stake in the Company with the view to achieving the objectives of motivating the grantees to optimise their performance efficiency for the benefit of the Company, and to attract and retain or otherwise maintain on-going relationships with the grantees whose contributions are or will be beneficial to the growth and development of the Group.

The Directors consider that the refreshment of the Share Option Scheme Mandate Limit will allow the Company to have greater flexibility to provide incentives to the eligible participants of the Share Options Scheme by way of granting Options to them to strive for the future development and success of the Group. The Directors further consider that the refreshment of the Share Option Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate the eligible participants by way of granting Options under the Share Option Scheme.

### **6. VOTING AT THE AGM**

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the AGM will be taken by way of poll and an announcement will be made after the AGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no Shareholders have a material interest in the refreshment of the Share Option Scheme Mandate Limit and no Shareholders are required to abstain from voting for the resolutions for the refreshment of the Share Option Scheme Mandate Limit. The refreshment of the Share Option Scheme Mandate Limit will not confer benefits to the eligible persons since the grant of any Options shall comply with the relevant requirements of the Listing Rules and also the Share Option Scheme.

---

## LETTER FROM THE BOARD

---

### 7. ACTION TO BE TAKEN

The AGM Notice is set out on pages 23 to 28 of this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### 8. RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the refreshment of Share Option Scheme Mandate Limit, the re-election of Directors and the re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

### 9. 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.

### 10. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices I (Explanatory Statement) and II (Details of the retiring Directors proposed for re-election) of this circular.

Yours faithfully,  
On behalf of the Board  
**Wang Fei**  
*Chairman*

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 12,480,291,446 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,248,029,144 Shares, representing 10% of the issued Shares of the Company as at the date of the AGM.

## **2. SOURCE OF FUNDS**

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may only be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase, or, subject to Cayman Islands Companies Law, out of capital, provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

## **3. REASONS FOR REPURCHASES**

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

**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2018, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. SHARES PRICES**

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

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2018</b>		
May	0.197	0.123
June	0.154	0.118
July	0.130	0.105
August	0.121	0.101
September	0.116	0.085
October	0.090	0.059
November	0.077	0.057
December	0.063	0.049
<b>2019</b>		
January	0.054	0.040
February	0.090	0.040
March	0.163	0.084
April	0.125	0.088
May (up to the Latest Practicable Date)	0.098	0.076

## 6. EFFECT OF 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. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Directors, the following persons were directly or indirectly had an interest in 5% or more of the nominal value of the Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name of Shareholder	Number of Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised
Central Wealth Group Holdings Limited ( <i>Note 1</i> )	1,865,273,636	14.95%	16.61%
Hoshing Limited ( <i>Note 2</i> )	1,865,273,636	14.95%	16.61%
Main Purpose Investments Limited	1,835,496,510	14.71%	16.34%
Ms. Zhu Qian ( <i>Note 3</i> )	900,000,000	7.21%	8.01%
Victory Intelligence Industry Limited	900,000,000	7.21%	8.01%

*Notes:*

- Central Wealth Group Holdings Limited was deemed to be interested in 1,835,496,510 Shares held by Main Purpose Investments Limited and 29,777,126 shares held by Desert Gold Limited by virtue of its 100% interests in the issued share capital of Hoshing Limited, which in turn holds 100% interests in the issued share capital of Main Purpose Investments Limited and 100% interests in the issued share capital of Desert Gold Limited, respectively.
- Hoshing Limited was deemed to be interested in 1,835,496,510 Shares held by Main Purpose Investments Limited and 29,777,126 Shares held by Desert Gold Limited by virtue of its 100% interests in the issued share capital of Main Purpose Investments Limited and 100% interests in the issued share capital of Desert Gold Limited, respectively.
- Ms. Zhu Qian was deemed to be interested in 900,000,000 Shares held by Victory Intelligence Industry Limited by virtue of her 100% interests in the issued share capital of Victory Intelligence Industry Limited.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

#### **7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

#### **8. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

#### **9. REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

#### **10. GENERAL**

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of a company's issued share capital would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.



*The following are the details of the retiring Directors proposed to be re-elected at the AGM.*

**Mr. Wang Fei, Executive Director**

Mr. Wang, aged 37, has been appointed as an Executive Director and the Chairman of the Board on 13 March 2019. He is currently serving as a vice chairman and a non-independent director of Jiangsu Hagong Intelligent Robot Co., Ltd. (江蘇哈工智能機器人股份有限公司) (“**HGZN**”) (stock code: 000584.SZ), an artificial intelligence equipment manufacturing company listed on the Shenzhen Stock Exchange in the PRC. He is concurrently serving as the chairman of the HIT Robot Group (哈工大機器人集團) (“**HRG**”), an enterprise jointly set up by Heilongjiang provincial government, the municipal government of Harbin and Harbin Institute of Technology engaging in the design, development, manufacturing and sales of robots. Mr. Wang is a member of the 13th Heilongjiang Provincial People’s Congress (黑龍江省第十三屆人民代表大會). Mr. Wang has extensive experience in the mechanical and electronic engineering industry. He obtained a bachelor degree of mechanical engineering, mechanical design manufacturing and its automation in 2003, a master degree in 2006 and a doctoral degree in 2008, both majoring in mechanical and electronic engineering from Harbin Institute of Technology (“**HIT**”) (哈爾濱工業大學). His achievement in the industry was widely recognised and was awarded the Ninth China Youth Entrepreneurship Award (第九屆中國青年創業獎) in 2017, the 12th Heilongjiang Model Worker Award (黑龍江省第十二屆勞動模範) in 2017 and the National Innovation Award (全國創新爭先獎) in 2017, respectively.

As at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in any Share or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang (1) did not hold any directorship in other listed public companies in the past three years; (2) did not have other major appointments and professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Mr. Wang has entered into an agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under his employment agreement dated 13 March 2019, Mr. Wang is not receiving a monthly salary but a year-end bonus of an amount to be determined by the Board by reference to his qualification and experience, the duties and responsibilities undertaken by him in the Company and the prevailing market conditions. He is also entitled to participate in the Group's share option and share award schemes.

Save as disclosed above, there is no other information relating to Mr. Wang which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Wang.

**Mr. Liang Jian, *Executive Director***

Mr. Liang, aged 38, has been appointed as an Executive Director, the Vice Chairman of the Board and the Chief Executive Officer of the Company (“CEO”) on 13 March 2019. He is the senior vice president of HRG and is in charge of the sales and marketing businesses. Mr. Liang has over 16 years of experience in marketing, investment, finance and management sectors. He was an executive director of Asia Investment Finance Group Limited (stock code: 33), a company listed on the Main Board of the Stock Exchange from 28 November 2018 to 18 December 2018. Mr. Liang obtained a bachelor degree of mechanical design manufacturing and its automation from Harbin Engineering University in 2003 and a master degree in business administration from Tongji University (同濟大學) in the PRC in 2010.

As at the Latest Practicable Date, Mr. Liang personally held 110,000,000 Options granted to him pursuant to the Share Option Scheme.

Save as disclosed above, Mr. Liang (1) did not hold any directorship in other listed public companies in the past three years; (2) did not have other major appointments and professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Mr. Liang has entered into an agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under his employment agreement dated 13 March 2019, Mr. Liang is entitled to receive a monthly salary in the amount of HK\$77,000 which is determined with reference to his qualification and experience, the duties and responsibilities undertaken by him in the Company and the prevailing market conditions; and a year-end bonus of an amount to be determined by the Board. He is also entitled to participate in the Group's share option and share award schemes. On 26 March 2019, the Board resolved to grant 110,000,000 Options to Mr. Liang which will be fully vested on 26 March 2020.

Save as disclosed above, there is no other information relating to Mr. Liang which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Liang.

**Mr. Yu Zhenzhong, *Executive Director***

Mr. Yu, aged 39, has been appointed as an Executive Director and the Vice Chairman of the Board on 13 March 2019. He is the senior vice president of HRG and focuses on the research and development of robots and artificial intelligence equipment. Mr. Yu obtained a doctoral degree in mechanical and electronic engineering from HIT in 2011. He was awarded the Science and Technology Progress Award (中國商業聯合會科技進步獎) from the China General Chamber of Commerce in 2017, the Innovation Award (中國產學研合作創新獎) from the China Industry-University-Research Institute Collaboration Association in 2017 and 合肥市創新領軍人才稱號 in 2018, respectively.

As at the Latest Practicable Date, Mr. Yu personally held 110,000,000 Options granted to him pursuant to the Share Option Scheme.

Save as disclosed above, Mr. Yu (1) did not hold any directorship in other listed public companies in the past three years; (2) did not have other major appointments and professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Mr. Yu has entered into an agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under his employment agreement dated 13 March 2019, Mr. Yu is not receiving a monthly salary but a year-end bonus of an amount to be determined by the Board by reference to his qualification and experience, the duties and responsibilities undertaken by him in the Company and the prevailing market conditions. He is also entitled to participate in the Group's share option and share award schemes. On 26 March 2019, the Board resolved to grant 110,000,000 Options to Mr. Yu which will be fully vested on 26 March 2020.

Save as disclosed above, there is no other information relating to Mr. Yu which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Yu.

**Mr. Cai Linzhan, Executive Director**

Mr. Cai, aged 32, has been appointed as an Executive Director in June 2017. He was the CEO from 24 June 2017 to 5 October 2017 and from 24 December 2018 to 12 March 2019 respectively. He is also the Chief Strategy Officer (Film Production) of China Wisdom Group Limited ("**China Wisdom**"), a wholly owned subsidiary of the Company since August 2016. Mr. Cai graduated from a junior college program of International Economics and Trade (國際經濟與貿易) in South China Institute of Software Engineering, Guangzhou University (廣州大學華軟軟件學院) in 2009. He held management positions with various real estate companies and has many years of experience in property development. He is now serving as the deputy general manager of a real estate developer in the PRC.

As at the Latest Practicable Date, Mr. Cai personally held 32,289,144 Shares and 64,000,000 Options granted to him pursuant to the Share Option Scheme which are fully vested.

Save as disclosed above, Mr. Cai (1) did not hold any directorship in other listed public companies in the past three years; (2) did not have other major appointments and professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Mr. Cai has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under his employment agreement dated 23 June 2017, Mr. Cai is entitled to a monthly salary in the amount of HK\$15,525 which is determined with reference to his skills, knowledge, qualification, experience and responsibilities; and a year-end bonus of an amount to be determined by the Board. He is also entitled to participate in the Group's share option and share award schemes. He also has an employment contract with China Wisdom with a remuneration package including share options for the right to subscribe for a total of 31,000,000 Shares granted under the Share Option Scheme which have already been fully exercised on 22 September 2017.

Save as disclosed above, there is no other information relating to Mr. Cai which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Cai.

**Mr. Siu Yun Fat, *Executive Director***

Mr. Siu, aged 36, has been appointed as an Executive Director in January 2014. He was the Chairman of the Board from 24 November 2015 to 12 March 2019. He was the CEO during the period from 10 October 2014 to 19 September 2016. Mr. Siu obtained a Bachelor of Arts (Honours) degree in Accountancy from the Hong Kong Polytechnic University in 2004. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants of the United Kingdom. Mr. Siu has over ten years of experience in auditing, accounting and financial management. He served in various position of local and international accounting firms and securities companies.

As at the Latest Practicable Date, Mr. Siu personally held 68,800,000 Shares and 64,000,000 Options and 19,000,000 Options granted to him pursuant to the Share Option Scheme which are fully vested and will be fully vested on 26 March 2020 respectively.

Save as disclosed above, Mr. Siu (1) did not hold any directorship in other listed public companies in the past three years; (2) did not have other major appointments and professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Mr. Siu has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under his employment agreement dated 28 January 2014 and subsequent letters of salary adjustment, Mr. Siu is currently entitled to a monthly salary in the amount of HK\$103,500 which is determined with reference to the market rate and his time, effort and expertise to be exercised on the Group's affairs and the Company's remuneration policy; and a year-end bonus of an amount to be determined by the Board. He is also entitled to participate in the Group's share option and share award schemes. On 26 March 2019, the Board resolved to grant 19,000,000 Options to Mr. Siu which will be fully vested on 26 March 2020.

Save as disclosed above, there is no other information relating to Mr. Siu which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Siu.

**Mr. Chen Pei, *Independent Non-executive Director***

Mr. Chen, aged 35, has been appointed as an Independent Non-executive Director on 13 March 2019. He is currently serving as a non-independent director and the vice general manager of HGZN, and is responsible for corporate finance, financial audit, industrial integration and capital operation. He is currently pursuing an EMBA degree at the China Europe International Business School (中歐國際工商學院).

As at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen (1) did not hold any directorship in other listed public companies in the past three years; (2) did not have other major appointments and professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

Mr. Chen has entered into a letter of appointment with the Company dated 13 March 2019 for a term of one year subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under his letter of appointment, Mr. Chen is not receiving a director fee but a year-end bonus of an amount to be determined by the Board by reference to his qualification and experience, the duties and responsibilities undertaken by him in the Company and the prevailing market conditions. He is also entitled to participate in the Group's share option and share award schemes.

Save as disclosed above, there is no other information relating to Mr. Chen which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chen.

**Mr. Tam Tak Wah, *Independent Non-executive Director***

Mr. Tam, aged 53, has been appointed as an Independent Non-executive Director, a member of the Audit Committee and Remuneration Committee of the Board in November 2011. He has also been appointed as a member of the Nomination Committee of the Board in March 2012, the chairman of the Audit Committee in February 2013 and the chairman of the Nomination Committee in June 2017 respectively. Mr. Tam is a fellow member of The Hong Kong Institute of Certified Public Accountants (HKICPA) and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom. He has been appointed to membership of Disciplinary Panel of the HKICPA for the period from February 2014 to January 2020. He has over 25 years of experience in accounting, corporate finance and corporate development. Mr. Tam is currently an executive director of International Standard Resources Holdings Limited (stock code: 91) and a non-executive director of Kingbo Strike Limited (stock code: 1421), both of them are listed on the Main Board of the Stock Exchange. He was an executive director of Skyway Securities Group Limited (now known as CMBC Capital Holdings Limited, stock code: 1141) and an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823), both of them are listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date, Mr. Tam personally held 267,340 Shares.

Save as disclosed above, Mr. Tam (1) did not hold any directorship in other listed public companies in the past three years; (2) did not have other major appointments and professional qualifications; (3) does not have any other relationship with any other director, senior management or substantial or controlling shareholder of the Company; (4) is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (5) does not hold any other position with the Company or any of its subsidiaries.

---

**APPENDIX II****DETAILS OF THE RETIRING DIRECTORS  
PROPOSED FOR RE-ELECTION**

---

Mr. Tam has entered into a letter of appointment with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under the letter of appointment dated 1 December 2011 and subsequent letters of director fee adjustment, Mr. Tam is currently entitled to a monthly director fee of HK\$103,000 which are determined with reference to his responsibilities in the Company and the prevailing market conditions; and a year-end bonus of an amount to be determined by the Board. He is also entitled to participate in the Group's share option and share award schemes.

Save as disclosed above, there is no other information relating to Mr. Tam which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Tam.

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received in 2018 by the re-elected Directors are set out in the table below:

Name	Salaries, bonuses and other benefits		Contributions to retirement benefits	Share-based payment expenses	Total
	Fees	in kind	scheme		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Mr. Wang Fei*	-	-	-	-	-
Mr. Liang Jian*	-	-	-	-	-
Mr. Yu Zhenzhong*	-	-	-	-	-
Mr. Cai Linzhan	-	202	10	-	212
Mr. Siu Yun Fat	-	4,345	21	-	4,366
Mr. Chen Pei*	-	-	-	-	-
Mr. Tam Tak Wah	1,339	-	-	-	1,339

*Note:*

\* Directors appointed on 13 March 2019.



---

## NOTICE OF AGM

---



### FUTURE WORLD FINANCIAL HOLDINGS LIMITED

未來世界金融控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 572)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Future World Financial Holdings Limited (the “**Company**”) will be held at Magnolia & Camomile Room, Lower Level II, Kowloon Shangri-la Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 17 June 2019 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2018.
2. To re-elect the retiring directors of the Company and to authorise the Board of Directors of the Company to fix the directors’ remuneration.
3. To re-appoint Moore Stephens CPA Limited as auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution of the Company:

(A) “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued ordinary shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

---

## NOTICE OF AGM

---

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
  
- (c) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  
  - (ii) the exercise of options under a share option scheme of the Company;
  
  - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into 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 on the shares of the Company in accordance with the Article of the Company from time to time;

shall not exceed 20% of the aggregate number of the shares of the Company in issue as at the date of 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 passing of this resolution until whichever is the earliest of:

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

---

## NOTICE OF AGM

---

- (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 Article of the Company or any applicable laws to be held.

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

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its ordinary shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the ordinary shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the issued ordinary shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

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

---

## NOTICE OF AGM

---

- (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 Article of the Company or any applicable laws to be held.”
- (C) “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 4(A) of the Notice be and is hereby extended by the addition to the aggregate number of the ordinary shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of the ordinary shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution.”
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution of the Company:
- “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 22 February 2012 (“**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Refreshed Share Option Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its

---

## NOTICE OF AGM

---

subsidiaries under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or its subsidiaries) shall not be counted for the purpose of calculating the Refreshed Share Option Scheme Mandate); and

- (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Share Option Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Share Option Scheme Mandate.”

By Order of the Board

**Wang Fei**

*Chairman*

Hong Kong, 15 May 2019

*Registered Office:*

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

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

Unit 912, 9th Floor  
New East Ocean Centre  
9 Science Museum Road  
Kowloon, Hong Kong

---

## NOTICE OF AGM

---

*Notes:*

1. The Register of Members will be closed from Wednesday, 12 June 2019 to Monday, 17 June 2019, both days inclusive, during which period no transfer of the Company's shares will be registered. In order to establish the identity of the Company's shareholders who are entitled to attend and vote at the annual general meeting of the Company to be held on Monday, 17 June 2019, all transfer of the shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 11 June 2019.
2. A member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
3. In order to be valid, proxy form, together with the power of attorney (if required by the Board) or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting.
4. Completion and deposit of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM convened or any adjourned meeting and in such event, the proxy form will be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, but if more than one of such joint holders are present at the AGM, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.
6. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. to 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplementary notice, posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 8:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, members of the Company should decide whether they would attend the AGM under bad weather condition and if they do so, they are advised to exercise care and caution.