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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 Tian An China Investments Company Limited, you should at once hand this circular, the accompanying form of proxy and the 2014 Annual Report 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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天安中國投資有限公司

TIAN AN CHINA INVESTMENTS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 28)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES,
PROPOSED ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Tian An China Investments Company Limited (“Company”) to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 27th May, 2015 at 10:00 a.m. is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting or any adjournment thereof if they so wish.

20th April, 2015

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DEFINITIONS

In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following meanings:

“AGL”	Allied Group Limited, a company incorporated in Hong Kong with limited liability, a substantial shareholder of the Company, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 373)
“AGM”	annual general meeting of the Company to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 27th May, 2015 at 10:00 a.m. or any adjournment thereof
“APL”	Allied Properties (H.K.) Limited, a company incorporated in Hong Kong with limited liability, a substantial shareholder of the Company, the securities of which are listed on the Main Board of the Stock Exchange (Stock Code: 56 and Warrant Code: 1183)
“Articles of Association”	the Existing Articles or the New Articles (as the context requires)
“Board”	board of Directors
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability, with its Shares listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing Articles”	the existing articles of association of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-Executive Director”	independent non-executive director of the Company

DEFINITIONS

“Latest Practicable Date”	14th April, 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Articles”	the new set of articles of association of the Company proposed to be adopted by Resolution Nos. 6(A) and 6(B) set out in the notice of AGM
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) which was in force immediately prior to 3rd March, 2014
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-backs Code”	Hong Kong Code on Share Buy-backs
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“2014 Annual Report”	annual report of the Company for the year ended 31st December, 2014
“%”	per cent.

LETTER FROM THE BOARD



天安中國投資有限公司

TIAN AN CHINA INVESTMENTS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 28)

Executive Directors:

Song Zengbin (*Deputy Chairman*)
Patrick Lee Seng Wei (*Managing Director*)
Ma Sun (*Deputy Managing Director*)
Edwin Lo King Yau
Tao Tsan Sang

Registered Office:

22nd Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

Non-Executive Directors:

Lee Seng Hui (*Chairman*)
Moses Cheng Mo Chi
Lee Shu Yin

Independent Non-Executive Directors:

Francis J. Chang Chu Fai
Jin Hui Zhi
Ngai Wah Sang
Lisa Yang Lai Sum

20th April, 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES,
PROPOSED ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of Directors; (ii) the granting to the Directors of general mandates to issue securities of the Company and repurchase Shares up to 20% and 10% respectively of the total number of Shares in issue as at the date of the passing of such resolutions; and (iii) the proposed adoption of the New Articles.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of twelve (12) Directors, namely Mr. Lee Seng Hui, Mr. Song Zengbin, Mr. Patrick Lee Seng Wei, Mr. Ma Sun, Mr. Edwin Lo King Yau, Mr. Tao Tsan Sang, Dr. Moses Cheng Mo Chi, Mr. Lee Shu Yin, Mr. Francis J. Chang Chu Fai, Mr. Jin Hui Zhi, Mr. Ngai Wah Sang and Ms. Lisa Yang Lai Sum.

Pursuant to Article 105(A) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three years at the annual general meeting, provided always that any Director appointed pursuant to Article 96 of the Articles of Association shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Pursuant to Article 96 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election.

Pursuant to Article 105(A) of the Articles of Association, Mr. Lee Seng Hui, Mr. Song Zengbin, Dr. Moses Cheng Mo Chi and Ms. Lisa Yang Lai Sum (“Ms. Yang”) shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Further, pursuant to code provision A.4.3 of the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine (9) years, his/her further appointment should be subject to a separate resolution to be approved by shareholders.

Ms. Yang, an Independent Non-Executive Director, has served the Company for more than nine (9) years. The Company has received from Ms. Yang a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and Ms. Yang does not have any management role in the Group and she has no relationship with any Director, senior management, substantial or controlling shareholder of the Company. The Board therefore recommends her re-election as an Independent Non-Executive Director notwithstanding the fact that she has served the Company for more than nine (9) years.

Article 109 of the Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.

LETTER FROM THE BOARD

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice in writing of his/her intention to propose such person for election as a Director and the notice in writing executed by the nominee of his/her willingness to be elected must be validly served at the registered office of the Company at 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong on or before 19th May, 2015.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 22nd May, 2014, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to allot, issue or otherwise deal with additional securities of the Company not exceeding 20% of the total number of Shares in issue as at that date ("Existing Issue Mandate"), being 301,353,898 Shares; and (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at that date ("Existing Repurchase Mandate"), being 150,676,949 Shares.

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate increase the flexibility in dealing of the Company's affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall continue to be adopted by the Company.

Following the expiration of the Existing Issue Mandate, new general mandates to allot, issue or otherwise deal with additional securities of the Company up to 20% of the total number of Shares in issue as at the date of passing the resolution as set out in Resolution No. 5(A) of the notice of AGM will be proposed at the AGM. Subject to the passing of the resolution granting the proposed mandate to issue securities of the Company and on the basis that no further securities are issued or repurchased before the AGM, the Company will be allowed under such mandate to issue a maximum of 301,353,898 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date. In addition, a new general mandate to repurchase Shares up to 10% of the total number of Shares in issue as at the date of passing the resolution ("Share Repurchase Mandate") as set out in Resolution No. 5(B) of the notice of AGM will also be proposed at the AGM. A resolution authorising the extension of the general mandate to the Directors to issue securities of the Company to include the total number of such Shares repurchased (if any) under the Share Repurchase Mandate is to be proposed as Resolution No. 5(C) of the notice of AGM at the AGM.

LETTER FROM THE BOARD

With reference to the proposed new general mandates, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new securities of the Company pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 5(B) to be proposed at the AGM in relation to the proposed Share Repurchase Mandate is set out in Appendix II to this circular.

PROPOSED ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

In respect of the Companies Ordinance which came into effect on 3rd March, 2014, certain amendments are proposed to be made to the Existing Articles. In view of the substantial number of amendments, the Board proposes that the Company takes this opportunity to adopt a new set of Articles of Association, consolidating all the previous and proposed amendments, to replace the Existing Articles with effect from the date of the passing of the relevant special resolutions at the AGM.

A summary of key amendments to the Articles of Association is set out in Appendix III to this circular.

The Directors propose that all proposed amendments to the Articles of Association be adopted and consolidated through the adoption of the New Articles which will replace the Existing Articles. Special resolutions (Resolution Nos. 6(A) and 6(B), the full text of which is set out in the notice of AGM in this circular) will therefore be proposed at the AGM to adopt the New Articles.

The legal advisers to the Company as to Hong Kong law have confirmed that the proposed amendments to the Articles of Association conform with the requirements of the Listing Rules and applicable laws of Hong Kong. The Company confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

AGM

The notice of the AGM to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 27th May, 2015 at 10:00 a.m. is set out on pages 20 to 24 of this circular. A copy of the 2014 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, inter alia, the re-election of Directors and the general mandates to issue securities of the Company and repurchase Shares, and special resolutions in respect of the adoption of the New Articles will be proposed at the AGM.

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, all resolutions proposed at the AGM will be put to vote by way of poll. Any announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the New Articles with all the proposed amendments to be approved in the AGM incorporated thereto will be available for inspection at the registered office of the Company at 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong during normal business hours on any business day (as defined in the Listing Rules) from the date hereof up to and including the date of the AGM.

Shareholders are advised that the New Articles are in English only and that the Chinese translation of the summary of the key amendments to the Articles of Association contained in Appendix III to this circular is for reference only. In case of inconsistency, the English version shall prevail.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the re-election of Ms. Yang, an Independent Non-Executive Director who has served the Company for more than nine (9) years, the grant of general mandates to issue securities of the Company and repurchase Shares, and to add the total number of Shares that may be repurchased to the total number of Shares that may be allotted pursuant to the general mandate to issue securities of the Company, and the proposed special resolutions to approve the adoption of the New Articles are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
Tian An China Investments Company Limited
Edwin Lo King Yau
Executive Director

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

Mr. Lee Seng Hui, aged 46, was appointed the Chairman and a Non-Executive Director of the Company in April 2007. He is also a director of certain subsidiaries of the Company. Mr. Lee graduated from the Law School of the University of Sydney with Honours. Previously, he worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited. Mr. Lee is also the chief executive and an executive director of each of AGL and APL, both are substantial shareholders of the Company. He is a non-executive director of APAC Resources Limited and the non-executive chairman of Mount Gibson Iron Limited (“Mount Gibson”). Mr. Lee was previously a non-executive director of Tanami Gold NL (“Tanami Gold”). Mount Gibson and Tanami Gold are companies listed on the Australian Securities Exchange. He is a cousin of Mr. Patrick Lee Seng Wei (the Managing Director of the Company). Save as disclosed above, Mr. Lee did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

As at the Latest Practicable Date, Mr. Lee together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. They together, through Lee and Lee Trust, owned approximately 70.21% of the total number of issued shares of AGL (inclusive of Mr. Lee’s personal interest) which owned approximately 74.99% of the total number of issued shares of APL which in turn held approximately 48.66% of the total number of issued shares of the Company and were therefore deemed to have an interest in the Shares within the meaning of Part XV of the SFO.

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. Lee pursuant to which (i) his term of appointment shall continue until 31st December, 2016, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office; and (ii) he is entitled to a Director’s fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval of the Shareholders or the Board pursuant to the Articles of Association from time to time. Also, an employment contract has been entered into between 天安(上海)投資有限公司 (Tian An (Shanghai) Investments Co., Ltd.), a wholly-owned subsidiary of the Company, and Mr. Lee pursuant to which he is entitled to receive a total fixed salary of RMB480,000 per annum. In addition, Mr. Lee is also an employee of AGL which charges management services fee to the Company pursuant to an agreement entered into between AGL and the Company and according to a specified percentage of his remuneration in AGL and such percentage is determined by reference to the percentage of time devoted by him on the affairs of the Company. The remuneration of Mr. Lee was determined with reference to the prevailing market conditions and the terms of the Company’s remuneration policy. Save as disclosed above, Mr. Lee did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Taking into consideration Mr. Lee’s experience and contributions to the Company, the Nomination Committee of the Company has recommended and the Board has considered that it is in the interests of the Company to re-appoint Mr. Lee as the Chairman of the Company.

There are no other matters or information in relation to Mr. Lee that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Song Zengbin, aged 60, was appointed the Deputy Chairman and a Non-Executive Director of the Company in June 2008 and was re-designated as an Executive Director of the Company in April 2010. He is also a director of certain subsidiaries of the Company. Mr. Song graduated from the Civil Engineering Department of Dalian University of Technology with a Master's Degree in Engineering and is a state registered construction engineer. He has more than thirty years of experience in the fields of engineering and management by serving in various senior roles in a design institute, several large state companies and municipal government. Mr. Song has also been invited as a guest professor for Dalian University of Technology since 2003. Mr. Song did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

An employment contract which forms the basis of emoluments has been entered into between the Company and Mr. Song pursuant to which he is entitled to receive (i) a total remuneration package equivalent to HK\$2,000,000 per annum (including the provision of accommodation in Hong Kong upon request); (ii) a discretionary bonus which is based on the performance of both Mr. Song and the Company; and (iii) a Director's fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval of the Shareholders or the Board pursuant to the Articles of Association from time to time. The remuneration of Mr. Song was determined with reference to the prevailing market conditions and based on the performance and contribution of Mr. Song in the Company. He will have no designated length of service with the Company but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office. Save as disclosed above, Mr. Song did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Song that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Dr. Moses Cheng Mo Chi, aged 65, was appointed an Independent Non-Executive Director of the Company in May 1997 and was re-designated as a Non-Executive Director of the Company in September 2004. He is a practising solicitor and the senior partner of P. C. Woo & Co., a Hong Kong firm of solicitors and also the Company's solicitors. Dr. Cheng is currently the chairman of the Education Commission, the Free Kindergarten Education Committee, the Advisory Committee on Post-office Employment for former Chief Executives and Politically Appointed Officials, the Advisory Committee on Post-service Employment of Civil Servants and the Process Review Panel for the Securities and Futures Commission. He is also a member of the Aviation Development Advisory Committee and a member of the Steering Committee on Strategic Review on Healthcare Manpower Planning and Professional Development. Dr. Cheng was the founding chairman of the Hong Kong Institute of Directors of which he is now the Honorary President and Chairman Emeritus. He was a member of the Legislative Council of Hong Kong and the chairman of the Main Board Listing Committee and the Growth Enterprise Market Listing Committee of the Stock Exchange and a remuneration committee member of the Financial Reporting Council in Hong Kong. He also serves on the boards of various listed companies in Hong Kong and overseas, both as independent non-executive director and non-executive director, including ARA Asset Management Limited (which is a listed company in Singapore), China Mobile Limited, China Resources Enterprise, Limited, Guangdong Investment Limited, K. Wah International Holdings Limited, Kader Holdings Company Limited, Liu Chong Hing Investment Limited and Towngas China Company Limited. He was previously an independent non-executive director of Hong Kong Exchanges and Clearing Limited. Dr. Cheng resigned as a non-executive director of Hong Kong Television Network Limited in August 2014. Save as disclosed above, Dr. Cheng did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

A service contract which forms the basis of emoluments has been entered into between the Company and Dr. Cheng pursuant to which (i) his term of appointment shall continue until 31st December, 2016, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office; and (ii) he is entitled to a Director's fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval of the Shareholders or the Board pursuant to the Articles of Association from time to time. The remuneration of Dr. Cheng was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy. Save as disclosed above, Dr. Cheng did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Dr. Cheng that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Ms. Lisa Yang Lai Sum, aged 48, was appointed an Independent Non-Executive Director of the Company in November 1999 and was re-designated as a Non-Executive Director of the Company in September 2004. She was re-designated from a Non-Executive Director to an Independent Non-Executive Director of the Company in July 2007. She graduated from the University of Sydney with a Bachelor's Degree in Law and Economics and is also qualified as a solicitor in Australia and England. She is a practicing solicitor in Hong Kong and a consultant of ONC Lawyers. Ms. Yang is also an independent non-executive director of AGL, a substantial shareholder of the Company. Save as disclosed above, Ms. Yang did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

During her tenure as Independent Non-Executive Director, Ms. Yang has made positive contributions to the Company's strategy, policies and performance with her independent advice, comments, judgement from the perspectives of both her legal background coupled with her general understanding of the business of the Group and her re-election is considered to be of benefit to the Company.

A service contract which forms the basis of emoluments has been entered into between the Company and Ms. Yang pursuant to which (i) her term of appointment shall continue until 31st December, 2016, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby she shall vacate her office; and (ii) she is entitled to (a) a Director's fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval of the Shareholders or the Board pursuant to the Articles of Association from time to time; and (b) a service fee of HK\$82,000 per annum from the year 2015 onwards. The remuneration of Ms. Yang was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy. Save as disclosed above, Ms. Yang did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company nor had she any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Ms. Yang has also given an annual confirmation of her independence to the Company, and has been assessed by the Nomination Committee of the Company to be independent and is considered by the Board to be independent notwithstanding the fact that she has served as a Director for more than nine (9) years after taking into account the fact that she does not have any management role in the Company nor any relationship with any Director, senior management, substantial or controlling shareholder of the Company, her experience and her past contributions to governance.

There are no other matters or information in relation to Ms. Yang that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Share Repurchase Mandate.

TOTAL NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 1,506,769,491 Shares.

Subject to the passing of the resolution granting the proposed mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 150,676,949 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

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

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31st December, 2014, being the date to which the latest published audited financial statements of the Company were made up, the Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it might cause the working capital and gearing position of the Company to be materially different from such position as contained in the latest published audited financial statements of the Company.

The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed mandate to repurchase Shares would be financed out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of Hong Kong and the Listing Rules. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACKS CODE

Upon the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increase, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

Name of Shareholders	Number of Shares interested	Approximate % of the total number of Shares in issue	Notes	Approximate % of the total number of Shares in issue should the Share Repurchase Mandate be exercised in full
APL	733,269,096	48.66%	1	54.07%
Lee and Lee Trust and parties acting in concert with it	733,269,096	48.66%	2, 3 and 4	54.07%

Notes:

1. The figure represents the interests held by APL's direct and indirect wholly-owned subsidiaries, namely Fine Class Holdings Limited ("Fine Class") and China Elite Holdings Limited ("China Elite") respectively, in 733,269,096 Shares and does not include the 149,932,000 Shares held as holders of securities by the wholly-owned subsidiaries of Sun Hung Kai & Co. Limited ("SHK"), namely Itso Limited and Scienter Investments Limited.
2. The figure refers to the same interests of APL in 733,269,096 Shares.
3. AGL owned approximately 74.99% of the total number of issued shares of APL and was therefore deemed to have an interest in the Shares in which APL held through Fine Class and China Elite.
4. Mr. Lee Seng Hui, a Director, together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. They together owned approximately 70.21% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and were therefore deemed to have an interest in the Shares held through Fine Class and China Elite, both subsidiaries of APL, which in turn is AGL's non wholly-owned subsidiary.

As at the Latest Practicable Date, Lee and Lee Trust and parties acting in concert with it (including AGL and APL) are interested in an aggregate of 733,269,096 Shares (excluding the interests of SHK in the Shares as holders of securities), representing approximately 48.66% of the total number of Shares in issue.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of Lee and Lee Trust together with parties acting in concert with it (including AGL and APL) will be increased to approximately 54.07% of the total number of Shares in issue. To the best of the knowledge and belief of the Directors, such increase in the interests of Lee and Lee Trust together with parties acting in concert with it (including AGL and APL) will give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code, and the total number of Shares held by the public will be reduced to less than 25% of the total number of Shares in issue. Alternatively, assuming that the Share Repurchase Mandate is fully exercised, according to the register maintained by the Company under Section 336 of the SFO and as at the Latest Practicable Date, the total number of Shares (excluding all underlying Shares pursuant to derivatives) held by Penta Investment Advisers Limited (“Penta”), a substantial shareholder of the Company, will increase from approximately 27.36% to approximately 30.40%. Accordingly, the total shareholding of Penta and APL, both being substantial shareholders of the Company, is approximately 84.47% and the total number of Shares in public hands will also be reduced to less than 25% of the total number of Shares in issue. The Directors have no immediate intention to repurchase Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory general offer and will result in the total number of Shares held by the public being reduced to less than 25% of the total number of Shares in issue if the Share Repurchase Mandate is approved at the AGM.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	6.49	6.02
May	6.21	5.90
June	6.12	5.93
July	6.14	5.65
August	5.85	5.28
September	5.48	5.00
October	5.20	4.91
November	5.32	4.90
December	5.13	4.72
2015		
January	4.99	4.60
February	4.90	4.59
March	5.00	4.56
April (up to the Latest Practicable Date)	5.08	4.77

REPURCHASE OF SHARES

No repurchase of Shares have been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate to repurchase any Shares in accordance with the Listing Rules and the applicable laws of Hong Kong.

SUMMARY OF KEY AMENDMENTS TO THE ARTICLES OF ASSOCIATION TO BE APPROVED BY RESOLUTION NO. 6(A)

A summary of key amendments to the Articles of Association to be approved by Resolution No. 6(A) in the AGM is shown as below:

(a) Abolition of memorandum of association

In accordance with the Companies Ordinance, the Company's memorandum of association has been retired and any condition contained in the memorandum of association is regarded as a provision of the Company's Articles of Association.

As it is no longer necessary for Hong Kong incorporated companies to have an objects clause to define the scope of corporate capacity, the objects clause in the memorandum of association of the Company will be eliminated and will not be included in the New Articles.

The memorandum of association of the Company will be removed and the mandatory clauses as required by the Companies Ordinance will be migrated from the memorandum of association (including the Company's name, the limited liability of its shareholders and its initial share capital and shareholdings) to the Articles of Association.

(b) No par regime for share capital

The Companies Ordinance has adopted a mandatory system of no par for all Hong Kong incorporated companies having a share capital, and therefore retires the concept of par value for all shares.

As a result of the adoption of the no par regime, references to "par" or "nominal value" of the Shares have been removed from the Articles of Association and the provisions concerning the alteration of share capital have been modified accordingly.

(c) References to authorised share capital, unissued shares, share premium, share premium account and capital redemption reserve becoming obsolete

As a result of the implementation of the no par regime, all the references in the Articles of Association to authorised share capital and unissued shares have been removed. In addition, since Shares are no longer issued at a premium to par value and no transfer is made to a capital redemption reserve when Shares are redeemed or bought back by the Company, the references to share premium, share premium account and capital redemption reserve have also been removed.

(d) Alteration of share capital

The provisions in the Articles of Association relating to the alteration of share capital have been clarified by stating that the Company's share capital can be altered in any ways as permitted by the Companies Ordinance.

(e) Repeal of powers to convert shares into stock and to issue bearer warrants

The Companies Ordinance has repealed the powers for a company to convert its shares into stock and the powers to issue bearer warrants. Therefore, any references to stock and bearer warrants have been removed from the Articles of Association.

(f) Reasons for refusal to register any transfer of shares

The Companies Ordinance requires a company to state the reasons for refusing to register a transfer of shares upon request by the relevant transferor or transferee. Accordingly, the provisions relating to the refusal to register any transfer of shares in the Articles of Association have been amended to reflect the requirements under the Companies Ordinance.

(g) Timing and notice periods for holding general meetings

Under the Companies Ordinance, the provisions in relation to the timing for holding annual general meetings have been revised and the minimum notice period for convening a general meeting (other than an annual general meeting), whether for passing ordinary resolution(s) or special resolution(s), has been changed from 21 days to 14 days. Accordingly, the changes have been reflected in the New Articles.

(h) Holding general meetings in more than one location

The Companies Ordinance permits a company to hold a general meeting at 2 or more places using any technology that enables the members to listen, speak and vote at the meeting. Accordingly, the changes have been reflected in the New Articles.

(i) Special business in general meetings

The Companies Ordinance has abolished the distinction between general business and special business in a general meeting. As such concept is no longer found in the Companies Ordinance, the New Articles has removed the relevant references for the sake of consistency with the requirements of the Companies Ordinance.

(j) Poll

The Companies Ordinance lowers the required percentage of total voting rights which Shareholders must have in order to demand a poll from 10% to 5%. To align with the Companies Ordinance, such changes have been reflected in the New Articles.

The Companies Ordinance requires a chairman of a general meeting to demand poll if, before the declaration of the result on a show of hands, the chairman knows from the proxies received that the result on a show of hands will be different from that on a poll. As such, the New Articles have included the same to reflect this mandatory requirement.

(k) Directors' service contract

Under the Companies Ordinance, without the prescribed members' approval, a company must not enter into a service contract under which the guaranteed term of the employment of a director of the company exceeds or may exceed 3 years. The New Articles have incorporated the same for the purpose of bringing the Articles of Association in line with the Companies Ordinance.

(l) Permitted indemnity provisions relating to directors' liability

The Companies Ordinance has clarified the rules on indemnification of directors of a company against liabilities to third parties. Accordingly, changes have been made to the Articles of Association.

(m) Changes in Chapter 14A of the Listing Rules

Following the amendments in Chapter 14A of the Listing Rules in July 2014, certain references to "associates" in the Articles of Association have been amended accordingly.

(n) Other consequential changes

For the purpose of consistency, the obsolete terms in the Existing Articles have been replaced with the new terms used in the Companies Ordinance and the section references to the Predecessor Companies Ordinance have also been replaced with the corresponding section references to the Companies Ordinance. In addition, certain miscellaneous amendments have been made to the Articles of Association in order to update, modernise or clarify provisions therein where it is considered desirable.

AMENDMENT OF ARTICLE 99 OF THE ARTICLES OF ASSOCIATION TO BE APPROVED BY RESOLUTION NO. 6(B)

Save as the above proposed amendments, the Directors propose that Article 99 of the Articles of Association shall be amended to provide that the remuneration of the Directors shall be determined by the Board instead of the general meeting of the Company.

Article 99 of the Articles of Association stipulates that the Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting. Currently, other than the yearly Director's fee which is to be proposed for the Shareholders' approval at the annual general meeting each year, any other remuneration of the Directors are determined by the Directors upon the recommendation of the remuneration committee of the Board. The Board is of the view that given that the existing directors' remuneration policy is formal and transparent, and that the remuneration committee has duly performed according to its terms of reference in the past years, it is more appropriate for the Board to determine the remuneration of the Directors and it is not necessary for the general meeting of the Company to determine the same. Therefore, a special resolution (Resolution No. 6(B), the full text of which is set out in the notice of AGM) will be proposed at the AGM to amend Article 99 of the Articles of Association.

For the avoidance of doubt, the passing of the resolution in respect of the amendment of Article 99 of the Articles of Association (Resolution No. 6(B) as set out in the notice of AGM) is not inter-conditional with the passing of the resolution in respect of the adoption of the proposed amendments to the Articles of Association (Resolution No. 6(A) as set out in the notice of AGM) in the AGM.

GENERAL

The Existing Articles (not including any proposed amendments) are available for reference by the Shareholders at the websites of the Stock Exchange and the Company.

Shareholders are advised that the New Articles are in English only and that the Chinese translation of the summary of the key amendments to the Articles of Association contained in this Appendix III is for reference only. In case of inconsistency, the English version shall prevail.

NOTICE OF AGM



天安中國投資有限公司

TIAN AN CHINA INVESTMENTS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 28)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Meeting”) of Tian An China Investments Company Limited (天安中國投資有限公司) (“Company”) will be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 27th May, 2015 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31st December, 2014.
2. To declare a final dividend.
3.
 - (A) To re-elect Mr. Lee Seng Hui as a Director.
 - (B) To re-elect Mr. Song Zengbin as a Director.
 - (C) To re-elect Dr. Moses Cheng Mo Chi as a Director.
 - (D) To re-elect Ms. Lisa Yang Lai Sum, an Independent Non-Executive Director who has already served the Company for more than nine (9) years, as a Director.
 - (E) To fix the Directors’ fees.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix its remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- (A) **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

- (c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;

shall not exceed 20% of the total number of Shares in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (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; and

NOTICE OF AGM

‘Rights Issue’ means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).’

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (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.”

NOTICE OF AGM

- (C) “**THAT** conditional upon the passing of Resolution Nos. 5(A) and 5(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 5(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto a number representing the total number of the Shares repurchased by the Company under the authority granted pursuant to Resolution No. 5(B) as set out in the notice convening the Meeting, provided that such number shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution.”
6. As special business, to consider, and if thought fit, to pass the following resolutions, with or without modification, as Special Resolutions:

SPECIAL RESOLUTIONS

- (A) “**THAT** the Company’s new articles of association, a copy of which has been produced to the meeting marked “A” and initialled by the Chairman for the purpose of identification, which, among other things, do not include any “objects” clauses, be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this Special Resolution and **THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s new articles of association.”
- (B) “**THAT**, notwithstanding whether Resolution No. 6(A) as set out in the notice convening the Meeting having been passed or not, Article 99 of the articles of association of the Company shall be amended by deleting the phrase “the Company in general meeting” and replacing the same with “the Board” and **THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the said amendment.”

By Order of the Board
Tian An China Investments Company Limited
Cindy Yung Yee Mei
Company Secretary

Hong Kong, 20th April, 2015

NOTICE OF AGM

Registered Office:

22nd Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

Notes:

- 1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.*
- 2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.*
- 3. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.*
- 4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.*
- 5. Where there are joint registered holders of any Share, any one of such joint holders may vote at the Meeting, either personally or by proxy in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.*
- 6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed on Tuesday, 26th May, 2015 and Wednesday, 27th May, 2015, during which period no transfer of Shares will be registered. In order for a member to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 22nd May, 2015.*
- 7. For determining the entitlement to the proposed final dividend for the year ended 31st December, 2014, the register of members of the Company will be closed on Thursday, 4th June, 2015 and Friday, 5th June, 2015, during which period no transfer of Shares will be registered. In order for a member to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3rd June, 2015. Subject to approval by the members at the Meeting, dividend warrants are expected to be despatched to the members by post on or around Friday, 26th June, 2015.*
- 8. In respect of Resolution No. 5(A) above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Hong Kong Companies Ordinance and the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the total number of Shares in issue at the date of the passing of the resolution.*
- 9. The general purpose of the authority to be conferred on the Directors by Resolution No. 5(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the resolution on the Stock Exchange.*