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WONG'S INTERNATIONAL HOLDINGS LIMITED

王氏國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 99)

**MAJOR TRANSACTION
IN RELATION TO
THE PROVISION OF FINANCIAL ASSISTANCE
TO A JOINT VENTURE COMPANY**

A letter from the Board is set out on pages 3 to 8 of this circular.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Financial Information on the Group	9
Appendix II – General Information	12

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the meanings respectively set out below:

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday and a public holiday) on which licensed banks in Hong Kong are open for business throughout their normal working hours
“Closely Allied Group”	the closely allied group of Shareholders comprising Mr. Wong Chung Mat, Ben, Mr. Wong Chung Yin, Michael, W. S. Wong & Sons Company Limited, Salop Investment Limited and Levy Investment Limited, which collectively held 277,097,142 Shares (representing approximately 57.91% of the issued share capital of the Company) as at 24 November 2015
“Company”	Wong’s International Holdings Limited (王氏國際集團有限公司), a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 99)
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Crown Opal”	Crown Opal Investment Limited (冠奧投資有限公司), a company incorporated in Hong Kong which is a wholly owned subsidiary of Talent Chain
“Data Giant”	Data Giant Limited, a company incorporated in the British Virgin Islands which is a wholly owned subsidiary of SHK
“Development Agreements”	the subscription agreements dated 3 October 2008 and the shareholders’ agreements dated 18 December 2008 entered into between (inter alia) the Company, SHK and their respective subsidiaries for the purposes of holding and developing Site 1 and Site 2
“Directors”	the directors of the Company
“Financial Assistance”	the financial assistance in terms of additional loans to be provided by UIL to Talent Chain and Crown Opal by way of interest free shareholders’ loans in an amount up to HK\$550 million
“Group”	collectively, the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 December 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Project”	the development of Site 1 and Site 2
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Site 1”	a piece of land situated at No.181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong and registered in the Land Registry of Hong Kong as Kwun Tong Inland Lot No. 173, with a site area of approximately 25,750 sq.ft.
“Site 2”	a piece of land situated at No.180 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong and registered in the Land Registry of Hong Kong as Kwun Tong Inland Lot No. 759 (which is a new lot number assigned by the Lands Department to replace the original lot number known as Kwun Tong Inland Lot No. 174 as a result of the inclusion of a lane between Site 1 and Site 2), with a site area of approximately 39,935 sq.ft.
“SHK”	Sun Hung Kai Properties Limited (新鴻基地產發展有限公司), a company incorporated under the laws of Hong Kong whose shares are listed on the Main Board of the Stock Exchange (stock code: 16)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Talent Chain”	Talent Chain Investments Limited, a company incorporated in the British Virgin Islands which is a joint venture company established by UIL and Data Giant (UIL: 35.7% and Data Giant: 64.3%)
“UIL”	Ubiquitous International Limited, a company incorporated in the British Virgin Islands which is an indirect wholly owned subsidiary of the Company



WONG'S INTERNATIONAL HOLDINGS LIMITED

王氏國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 99)

Executive Directors:

Mr. Wong Chung Mat, Ben
(Chairman and Chief Executive Officer)
Ms. Wong Yin Man, Ada
Mr. Chan Tsze Wah, Gabriel
Mr. Wan Man Keung
Mr. Hung Wing Shun, Edmund

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Dr. Li Ka Cheung, Eric *GBS, OBE, JP*
Dr. Yu Sun Say *GBM, JP*
Mr. Alfred Donald Yap *JP*
Mr. Cheung Chi Chiu, David

Principal Office in Hong Kong:

17/F, C-Bons International Center
No. 108 Wai Yip Street
Kwun Tong, Kowloon
Hong Kong

15 December 2015

To the Shareholders,

Dear Sir or Madam,

**MAJOR TRANSACTION
IN RELATION TO
THE PROVISION OF FINANCIAL ASSISTANCE
TO A JOINT VENTURE COMPANY**

INTRODUCTION

On 24 November 2015, the Board announced that UIL, an indirect wholly owned subsidiary of the Company proposes to provide additional Financial Assistance of up to HK\$550 million to Talent Chain, which will then sub-lend it to Crown Opal.

LETTER FROM THE BOARD

UIL owns 35.7% of the issued share capital of Talent Chain, which is a joint venture company established by the Group and SHK in 2008. Talent Chain owns 100% of the issued share capital of Crown Opal, which is the beneficial owner of Site 2. Data Giant, a wholly owned subsidiary of SHK, owns the remaining 64.3% of the issued share capital of Talent Chain. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Directors confirm that SHK and its ultimate beneficial owner are third parties independent of the Company and any of its connected persons.

The provision of Financial Assistance constitutes a major transaction for the Company under Chapter 14 of the Listing Rules. As explained below in the paragraph headed "Listing Rules Implications", a written shareholders' approval has been obtained from the Closely Allied Group in lieu of holding a general meeting of the Company.

The purpose of this circular is to provide you with, among other things, (i) details of the Financial Assistance and (ii) the financial information about the Group.

BACKGROUND

In 2008, the Company, SHK and their respective subsidiaries, Data Giant and UIL, inter alia, entered into the Development Agreements regarding the establishment of two joint ventures for the development of the Project consisting of two adjacent sites in Kwun Tong which are referred to as Site 1 and Site 2. Site 1 and Site 2 were planned to be developed into 20-storey and 21-storey office buildings respectively. The Project (including all the transactions contemplated thereunder) constituted a very substantial acquisition for the Company under Chapter 14 of the Listing Rules and shareholders' approvals were obtained for the Project under which the total maximum commitment to be contributed by UIL for its share of the development of the entire Project was estimated to be HK\$1,330 million.

Under the Development Agreements, all funding requirements of Talent Chain and Crown Opal shall be met by way of shareholders' loans advanced by UIL and Data Giant in proportion to their respective shareholdings.

It is estimated that UIL's original maximum commitment of HK\$1,330 million as approved by Shareholders in the general meeting for the Project in December 2008 will be exceeded in 2016.

The maximum commitment for the Project in 2008 was HK\$1,330 million, of which HK\$820 million was allocated to the construction of Site 2. The total project costs for Site 2 have increased significantly so that an estimated further HK\$550 million for UIL's 35.7% share will be required to complete the construction of Site 2. The reasons for the additional funding were twofold: (1) a 120% increase in the land premium cost for Site 2, which, for UIL's share, is about HK\$378 million higher than budgeted in 2008; (2) a 55% increase in construction cost owing to an increase in prices of construction materials and manpower, which, for UIL's share, is about HK\$172 million higher than estimated in 2008. The total increase of HK\$550 million will be funded by UIL in installments over the remaining development period for Site 2.

LETTER FROM THE BOARD

Details in relation to the formation of Talent Chain and Crown Opal and the Development Agreements were set out in the announcement published by the Company on 9 October 2008 and in the circular published by the Company on 27 November 2008.

The construction of Site 1 was completed in January 2014 and launched into the market in April 2014 and was positively received. As at the Latest Practicable Date, the construction works for Site 2 is proceeding as planned and the foundation and diaphragm wall were completed in February 2015. Site 2 was handed over to the main contractor to commence the development construction in March 2015. The slab construction for the ground floor and basement level 1 was completed recently and the excavation of basement level 2 has started in October 2015. The construction of Site 2 is targeted to be completed in 2017 and the pre-sales is expected to commence within 2016. The Group will consider holding its interest in Site 2 for long term and for leasing purposes after taking into consideration the market conditions and the financing requirements.

PROPOSED FINANCIAL ASSISTANCE

Parties:	Talent Chain as borrower UIL as lender
Subject matter:	UIL shall provide additional loans of up to HK\$550 million to Talent Chain and Crown Opal in proportion to UIL's shareholding in Talent Chain.
Terms:	interest free. Any repayment of the shareholder loans shall be made pro rata to the face value of the respective loans held by UIL and Data Giant.

The Financial Assistance will be financed by internal resources and/or external borrowings in the form of committed bank loans arranged for this purpose.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE FINANCIAL ASSISTANCE

The purposes of the provision of the Financial Assistance are to finance the completion of the development at Site 2 and to enable UIL to maintain its 35.7% interest in Talent Chain.

When Site 1 and Site 2 were first developed, Shareholders were asked to approve a total investment of HK\$1,330 million. However, due to the substantial increase in the land premium cost for Site 2 and the significant increase in the construction cost over the course of 7 years since the original estimates were prepared, additional investment is required in order to complete the development of Site 2.

LETTER FROM THE BOARD

Under the Development Agreements, if either UIL or Data Giant is unable or fails to pay its portion of the shareholders' loan required to be contributed by it, such inability or failure shall constitute an event of default. In this event, the relevant Development Agreement will be terminated in accordance with its terms and the shares of the defaulting party will be diluted. UIL will be able to maintain its 35.7% interest in Talent Chain if it provides its share of the additional financing required by the joint venture.

The Directors consider that the provision of the Financial Assistance and the terms thereof are fair and reasonable and in the interests of the Company and Shareholders as a whole.

FINANCIAL EFFECTS OF THE FINANCIAL ASSISTANCE ON THE COMPANY

Assets and liabilities

As set out in the paragraph headed "Background" above in this letter, additional investment is required from Talent Chain's shareholders to complete the development of Site 2. UIL's share of the additional investment by means of Financial Assistance will be provided by the Group. It is the intention of the Group to finance the Financial Assistance by internal resources and/or bank borrowings. As a result of the provision of the Financial Assistance to Talent Chain, it is expected that the "interests in joint ventures" will increase, while the corresponding financial effects will be reflected by way of a decrease in "cash and cash equivalents" and/or an increase in "bank loans". Given these financial effects, the Directors are of the view that the provision of the Financial Assistance will not have any material financial effects on the net asset value of the Group.

Earnings

Since the Financial Assistance will be funded by bank borrowings which will incur interest expenses, the Directors expect that the earnings of the Group will decrease by an amount equivalent to the interest expenses incurred in the relevant period.

INFORMATION ON THE GROUP

The Group is principally engaged in the development, manufacture, marketing and distribution of electronics products as well as property investment.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in relation to the Financial Assistance exceeds 25% but is less than 100%, the provision of the Financial Assistance constitutes a major transaction for the Company and is subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Under Rule 14.44 of the Listing Rules, written shareholders' approval may be accepted in lieu of holding a general meeting of the Company to approve the provision of the Financial Assistance if:

- (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the provision of the Financial Assistance; and
- (b) a written approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the issued share capital of the Company giving the right to attend and vote at a general meeting to approve the provision of the Financial Assistance.

To the best of the Directors' knowledge, none of the Shareholders has a material interest in the provision of the Financial Assistance, so no Shareholder would be required to abstain from voting if a general meeting of the Company were to be convened to approve the provision of the Financial Assistance.

The Company has obtained a written approval, dated 24 November 2015, from the Closely Allied Group which collectively held 277,097,142 Shares in the Company (representing approximately 57.91% of the issued share capital of the Company) as at 24 November 2015, to approve the provision of the Financial Assistance. The Closely Allied Group comprises either members of the Wong's family or companies owned and controlled by certain members of the Wong's family. The composition of the Closely Allied Group is set out below:

Members of the Closely Allied Group	Number of Shares held
Wong Chung Mat, Ben	1,000,000
Wong Chung Yin, Michael	3,084,000
W. S. Wong & Sons Company Limited	94,052,019
Salop Investment Limited	133,140,911
Levy Investment Limited	45,820,212
Total	<u>277,097,142</u>

LETTER FROM THE BOARD

Notes:

1. Mr. Wong Chung Mat, Ben is the chairman of the Board, the chief executive officer and an Executive Director of the Company.
2. Mr. Wong Chung Yin, Michael is the brother of Mr. Wong Chung Mat, Ben.
3. W. S. Wong & Sons Company Limited is a company controlled by the Wong's family.
4. Salop Investment Limited is a company wholly owned and controlled by Mr. Wong Chung Mat, Ben.
5. Levy Investment Limited is a company wholly owned and controlled by Mr. Wong Chung Yin, Michael.

ADDITIONAL INFORMATION

Your attention is drawn to the financial information on the Group as set out in Appendix 1 and the other general information as set out in Appendix II to this circular.

Yours faithfully,
WONG CHUNG MAT, BEN
Chairman and Chief Executive Officer

FINANCIAL INFORMATION ON THE GROUP

The Group's financial information for each of the three years ended 31 December 2012, 2013 and 2014 and for the six months period ended 30 June 2015 are disclosed in the following documents which have been published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.wih.com.hk):

- Pages 53 to 160 of the annual report of the Company for the year ended 31 December 2012 published on 19 April 2013;
- Pages 54 to 176 of the annual report of the Company for the year ended 31 December 2013 published on 23 April 2014;
- Pages 50 to 180 of the annual report of the Company for the year ended 31 December 2014 published on 20 April 2015; and
- Pages 1 to 28 of the interim report of the Company for the six months ended 30 June 2015 published on 15 September 2015.

FINANCIAL INFORMATION ON THE JOINT VENTURE COMPANY

Below is the summarized financial information of Talent Chain based on the unaudited figures provided for the two years ended 31 December 2013 and 2014 as Talent Chain's year end is 30 June. The following information is extracted from the Company's annual report for the year ended 31 December 2014:

	2014 HK\$'000	2013 HK\$'000
Current		
Total current assets	2,635,173	2,532,462
Trade payables and other current liabilities (excluding financial liabilities)	(57)	(2,732)
Total current liabilities	(57)	(2,732)
Non-current		
Financial liabilities	(2,636,528)	(2,531,037)
Total non-current liabilities	(2,636,528)	(2,531,037)
Net liabilities	(1,412)	(1,307)

	2014 HK\$'000	2013 HK\$'000
Revenue	–	–
Cost of sales	–	–
Operating expenses	(105)	(100)
Selling expenses	–	–
Loss from continuing operation	(105)	(100)
Income tax expense	–	–
Loss after income tax from continuing operation	(105)	(100)
Other comprehensive loss	–	–
Total comprehensive loss	<u>(105)</u>	<u>(100)</u>

STATEMENT OF INDEBTEDNESS

As at 31 October 2015, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the printing of the circular, the Group had the following borrowings:

	HK\$'000
Long-term bank loan, secured	420,000
Trust receipt bank loans, unsecured	443,438
Short-term bank loans, unsecured	197,039
Mortgage loan, secured	<u>32,200</u>
Total borrowings	<u>1,092,677</u>
Non-current	420,000
Current	<u>672,677</u>
	<u>1,092,677</u>

As at 31 October 2015, the aforesaid long term bank loan was secured by a share mortgage over the Group's entire interest in Talent Chain. The aforesaid mortgage loan was secured by certain land and buildings of the Group.

As at the close of business on 31 October 2015, the Group also had outstanding interest rate swap contract to change interest rate cash flows from a floating rate to a fixed rate. The notional principal amount as at 31 October 2015 was HK\$32,200,000. The interest rate swap is classified as derivative financial instrument and is measured at its fair value and any change in fair value is recognized in the income statement. The carrying value of the derivative financial instrument as at 31 October 2015 is HK\$865,000.

Save as disclosed or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables in the ordinary course of the business, as at the close of business on 31 October 2015, the Group had no debt securities issued and outstanding, and authorized or otherwise created but unissued, term loans, distinguishing between guaranteed, unguaranteed,

secured and unsecured, bank borrowings including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, mortgages, charges, guarantees or other contingent liabilities.

For the purpose of the above statement of indebtedness, foreign currency amounts have been translated into Hong Kong dollars at the applicable rates of exchange prevailing at the close of business on 31 October 2015.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up.

WORKING CAPITAL

Taking into account the internal and other financial resources available to the Group, including the loans arranged with commercial lenders to finance the Financial Assistance, the Directors are of the opinion that the Group has sufficient working capital for its requirements for at least the next 12 months from the date of this circular.

FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Revenue for the Electronic Manufacturing Service Division of the Group for the first half of 2015 was maintained at a level comparable to the corresponding period in 2014. But the slackening economic recovery in the Euro area and the slowdown in China and emerging economies continue to present challenges to the global Electronic Manufacturing Service industry and our business. The Group is committed to meeting those challenges through service enhancement, which include, among others, value-added service, automation and efficiency improvement programmes. Regarding the investment in the Project, the construction development for Site 2 is progressing well as planned with completion targeted in 2017. Sufficient funding in the form of committed bank loans have been arranged to enable the project to be completed in due course. It is the Group's preference to hold its interest in Site 2 for long term and for leasing purposes after taking into consideration the market conditions and the financing requirements.

1. 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 aspects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Interests of Directors and Chief Executives

This section sets out, as at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required for the following purposes (the “Required Disclosures”):

- (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or
- (b) pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein; or
- (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange.

(1) Aggregate long positions in the Shares, underlying shares and debentures of the Company and its associated corporations

Name of Directors	Capacity	Number of Shares	Approximate % of the issued Shares
Wong Chung Mat, Ben	Beneficial owner and interest of controlled corporation (<i>Note</i>)	134,140,911	28.03%
Wong Yin Man, Ada	Beneficial owner	1,000,000	0.21%
Chan Tsze Wah, Gabriel	Beneficial owner	1,837,500	0.38%
Wan Man Keung	Beneficial owner	1,000,000	0.21%
Yu Sun Say	Beneficial owner	500,000	0.10%

Note:

Mr. Wong Chung Mat, Ben was deemed (by virtue of the SFO) to be interested in 134,140,911 Shares in the Company. These Shares were held in the following capacity:

- (a) 1,000,000 Shares were held by Mr. Wong Chung Mat, Ben personally.
- (b) 133,140,911 Shares were held by Salop Investment Limited, which was wholly owned and controlled by Mr. Wong Chung Mat, Ben.

(2) *Aggregate short positions in the Shares, underlying shares and debentures of the Company and its associated corporations*

None of the Directors and chief executives of the Company had short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) for the Required Disclosures.

Mr. Wong Chung Mat, Ben is a director of Salop Investment Limited and W. S. Wong & Sons Company Limited, both of which have an interest in the Shares that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short positions in the Shares and underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which, since 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up, had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group.

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group.

4. SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which will not expire or is not determinable by the Group within one year without payment of any compensation (other than statutory compensation).

5. DIRECTORS' INTEREST IN COMPETING BUSINESSES

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors and their respective associates had any interest in businesses that competed or was likely to compete, whether directly or indirectly, with the business of the Group.

6. MATERIAL CONTRACTS

Save as disclosed below, no material contracts (not being contracts entered into in the ordinary course of business carried out by the Group) had been entered into by any member of the Group within the two years preceding the issue of this circular:

- (a) the sale and purchase agreement dated 15 October 2014 between Fordmax Investment Limited, an indirect wholly owned subsidiary of the Company and Coming Holdings Limited in relation to the sale of the Group's property and car parking space at the consideration of HK\$75 million;
- (b) the facility letter dated 11 June 2015 from Bank of China (Hong Kong) Limited to UIL in respect of the HK\$300 million term loan; and
- (c) the facility agreement dated 11 November 2015 between UIL, the Company, Wong's Electronics Company Limited and the Hongkong and Shanghai Banking Corporation Limited in relation to the HK\$340 million term loan facility.

7. LITIGATION

As at the Latest Practicable Date, the Group was not engaged in any litigation or claims of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Group.

8. GENERAL

- (a) The secretary of the Company is Ms. Ho Yuen Fan, who is an associate member of The Hong Kong Institute of Chartered Secretaries.
- (b) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (c) The Company's head office and principal place of business is at 17/F, C-Bons International Center, No. 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.
- (d) The branch share registrar of the Company is Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (e) The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

9. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

Copies of the following documents are available for inspection during normal business hours on any Business Day up to and including the date which is 14 days from the date of this circular at the principal place of business of the Company in Hong Kong at 17/F, C-Bons International Center, No. 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the annual reports of the Company for each of the three financial years ended 31 December 2012, 2013 and 2014 respectively;
- (c) the interim report of the Company for the six months ended 30 June 2015;
- (d) the material contracts referred to in the paragraph headed “Material Contracts” in this Appendix; and
- (e) this circular.