

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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 Yincheng International Holding Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Yincheng International Holding Co., Ltd.**

**銀城國際控股有限公司**

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

**(Stock Code: 1902)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Yincheng International Holding Co., Ltd. to be held at Caine Room, 7/F, Conrad Hong Kong, Pacific Place, Admiralty, Hong Kong on Thursday, 20 June 2019 at 10 a.m., at which, among other things, the above proposals will be considered, which set out on pages 22 to 25 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's 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 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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## **RESPONSIBILITY STATEMENT**

**This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.**

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Caine Room, 7/F, Conrad Hong Kong, Pacific Place, Admiralty, Hong Kong on Thursday, 20 June 2019 at 10 a.m.
“Articles”	the articles of association of the Company as amended from time to time
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Capitalisation Issue”	has the meaning ascribed to it in the Prospectus, namely, the issue of 1,058,534,993.4660 Shares made upon capitalisation of certain sums standing to the credit of the share premium account of the Company
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and unless the context requires otherwise, refers to Mr. Huang, Silver Huang Holding Limited and Silver Vally Holding Limited collectively
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended or supplemented from time to time
“Company”	Yincheng International Holding Co., Ltd., an exempted company incorporated in the Cayman Islands with limited liability on 8 January 2018
“Director(s)”	director(s) of the Company
“Global Offering”	has the meaning ascribed to it in the Prospectus, namely, the conditional offering of 354,262,000 Shares (without taking into account the Over-allotment Option (as defined in the Prospectus)) for subscription at the offer price of HK\$2.38 per share subject to the terms and conditions as described in the Prospectus
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

## DEFINITIONS

“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	23 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	6 March 2019, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Huang”	Mr. Huang Qingping (黃清平), the chairman of the Board, non-executive Director and one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of the Company
“Prospectus”	prospectus of the Company dated 22 February 2019
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary shares of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



**Yincheng International Holding Co., Ltd.**

**銀城國際控股有限公司**

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

**(Stock Code: 1902)**

*Non-executive Directors:*

*Huang Qingping (Chairman)*

*Xie Chenguang*

*Executive Directors:*

Ma Baohua

Zhu Li

Wang Zheng

Shao Lei

*Independent Non-executive Directors:*

Chen Shimin

Chan Peng Kuan

Lam Ming Fai

*Registered office:*

Sertus Chambers

Governors Square, Suite #5-204

23 Lime Tree Bay Avenue

P.O. Box 2547

Grand Cayman KY1-1104

Cayman Islands

*Principal place of business in*

*Hong Kong:*

Room 4502, 45/F

Far East Finance Centre

16 Harcourt Road

Admiralty

Hong Kong

30 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate and (ii) the re-election of Directors.

## **LETTER FROM THE BOARD**

### **GENERAL MANDATES**

Pursuant to the written resolutions of the then Shareholder passed on 18 February 2019, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Global Offering; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Global Offering; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required to be held by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 22 to 25 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,446,962,138 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 289,392,427 Shares.

### **EXPLANATORY STATEMENT**

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### **RE-ELECTION OF DIRECTORS**

The Board currently consists of eight Directors, namely Mr. Huang Qingping, Mr. Xie Chenguang, Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng, Ms. Shao Lei, Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai.

In accordance with Article 112 of the Articles, 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 additional Director. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr.

## LETTER FROM THE BOARD

Huang Qingping, Mr. Xie Chenguang, Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng, Ms. Shao Lei, Mr. Chen Shimin, Dr. Chan Peng Kuan and Mr. Lam Ming Fai will retire from office at the AGM and, being eligible, offer themselves for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

### **Procedure and Process for Nomination of Directors**

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

#### **Selection criteria**

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- (a) Reputation for integrity;
- (b) Necessary work experience and qualification considered relevant by the Nomination Committee;
- (c) Commitment in respect of sufficient time, interest and attention to the Company's business;
- (d) Diversity in all aspects, including but not limited to gender, age, cultural, educational and professional background, skills, knowledge and experience;
- (e) The ability to assist and support management and make significant contributions to the Company's success;
- (f) Compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules (for the appointment of an independent non-executive director); and
- (g) Any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Company's Articles and other applicable rules and regulations.



## LETTER FROM THE BOARD

### **Nomination Procedures**

The procedures for the Nomination Committee to nominate candidates to the Board for directorship are as follows:

- (a) The secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee. The Nomination Committee may also nominate candidates for its consideration.
- (b) In the context of appointment of any proposed candidate to the Board, the Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.
- (c) In the context of re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.
- (d) Please also refer to the "Procedures for Shareholders to Propose a Person for Election as a Director" published on the website of the Company from time to time.
- (e) The Board shall have the final decision on all matters.

### **Recommendation of the Nomination Committee**

The Nomination Committee has considered Dr. Chen Shimin's extensive experience in the accounting field, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Dr. Chen has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

The Nomination Committee has considered Mr. Chan Peng Kuan's extensive experience in the finance and banking field, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Chan has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

The Nomination Committee has considered Mr. Lam Ming Fai's extensive experience in the legal field, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Lam has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

Furthermore, Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During their appointment, they have demonstrated their ability to provide an independent view to the

## LETTER FROM THE BOARD

Company's matters. The Nomination Committee is of the view that they are able to continue to fulfill their roles as independent non-executive Directors and thus recommends them to the Board for it to propose to Shareholders for re-election at the AGM.

The Nomination Committee had reviewed the Board's composition with due regard to the diversity aspects as set out in the diversity policy of the Board (including without limitation, gender, age, race, language, cultural background, educational background, industry experience and professional experience). Pursuant to the prevailing nomination policy of the Company as set out above, the Nomination Committee nominated each of the three independent non-executive Directors to the Board for the Board to recommend to the Shareholders for re-election of the independent non-executive Directors at the AGM, with each of Dr. Chen Shimin and Mr. Chan Peng Kuan, being a member of the Nomination Committee, abstained from voting on his own nomination when it was being considered.

The Board, having noted the above, considers that the proposed re-election of each of Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai as an independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole. Therefore, the Board accepted the Nomination Committee's nomination and recommended each of Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai to stand for re-election by the Shareholders at the AGM.

### ANNUAL GENERAL MEETING

Set out on pages 22 to 25 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's 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 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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 of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

### RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

<b>LETTER FROM THE BOARD</b>
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**GENERAL**

Your attention is also drawn to the appendices to this circular.

**MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**Yincheng International Holding Co., Ltd.**  
**Huang Qingping**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,446,962,138 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 144,696,213 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES OF SHARES**

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account.

## **5. GENERAL**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2018 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2019</b>		
March (since the Listing Date)	2.45	2.10
April (up to and including the Latest Practicable Date)	2.52	2.30

## 7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

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

## 8. CORE CONNECTED PERSON

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

## 9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase 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 Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. Huang Qingping is interested in (i) 517,833,810 shares held through Sliver Huang Holding Limited, a company wholly-owned by Mr. Huang, (ii) 21,255,724 shares held through Sliver Vally Holding Limited, a company wholly-owned by Mr. Huang, and accordingly, Mr. Huang was taken to be interested in an aggregate of approximately 37.26% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the total interest of Mr. Huang in the issued share capital of the Company would be increased from

37.26% to approximately 41.40% and such increase would give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to an extent such that the general offer obligation would be triggered and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

#### **10. SHARE PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, save as disclosed herein, each of the following Directors did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

#### **NON-EXECUTIVE DIRECTORS**

**Mr. HUANG Qingping (黃清平)**, aged 55, is our Chairman and our non-executive Director. Mr. Huang is primarily responsible for the formulation and provision of guidance and development strategies for the overall development of our Group. Mr. Huang joined us in September 1992. He was appointed as a Director on 8 January 2018 and re-designated as our non-executive Director on 19 August 2018. Mr. Huang has over 25 years' of experience in real estate industry in the PRC. Before joining our Group, Mr. Huang was the section chief at Gulou District Urban Construction Bureau\* (南京市鼓樓區城建局, currently known as 南京市鼓樓區建設房產和交通局), from October 1983 to September 1992, responsible for urban planning.

Mr. Huang obtained his diploma in industrial and civil engineering from Nanjing Jinling Vocational University\* (南京金陵職業大學) in the PRC in August 1983.

**APPENDIX II****DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Huang was a director of the following companies, which were voluntarily wound up or struck off with details as follows:

<b>Name of Company</b>	<b>Place of incorporation</b>	<b>Principal business activity immediately before being voluntarily wound up or being struck off</b>	<b>Voluntarily wound up or being struck off</b>
Nanjing Yincheng Advertising Company Limited* (南京銀城廣告有限公司)	PRC	a company principally engaged in the provision of advertising services	voluntarily wound up on 20 December 2004
Nanjing Tiance Property Consulting Company Limited* (南京天策房地產置業顧問有限公司)	PRC	a company principally engaged in the provision of property consulting services	voluntarily wound up on 17 May 2004
Nanjing Yashi Decorative Engineering Company Limited* (南京雅室裝飾工程有限公司)	PRC	a company principally engaged in the provision of architectural and construction services	voluntarily wound up on 22 September 2006

Mr. Huang has confirmed that during the course of the voluntary winding up of the above companies, there was no allegation of fraud or other impropriety, judgment debt or disqualification order made against him.

Mr. Huang as a non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from 18 February 2019. Under the appointment letter, Mr. Huang is entitled to a director's remuneration of RMB2,070,848 per annum and discretionary bonus as determined by the Board. Mr. Huang's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

As at the Latest Practicable Date, pursuant to the SFO, Mr. Huang is interested in (a) 517,833,810 Shares held by Silver Huang Holding Limited, a company beneficially and wholly-owned by Mr. Huang; and (b) 21,255,724 Shares held by Silver Vally Holding Limited, a company beneficially and wholly-owned by Mr. Huang, within the meaning of Part XV of the SFO.

**Mr. XIE Chenguang (謝晨光)**, aged 56, joined our Group in December 1998. He was appointed as our non-executive Director on 19 August 2018. Mr. Xie is primarily responsible for the provision of guidance for the overall development of our Group. Mr. Xie has more than 34 years of experience in the engineering and real estate industry in the PRC. Prior to joining



**APPENDIX II****DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

our Group, Mr. Xie worked several positions, including vice general engineer and chief of the technical department at Nanjing Sanjian (Group) Company\* (南京三建(集團)公司, now known as 南京建工集團有限公司) from October 1983 until November 1998, responsible for construction project management. He was chief of the technical department when he left to join our Group.

He obtained a diploma in industrial and civil engineering from Nanjing Jinling Vocational University (南京金陵職業大學) in the PRC in August 1983. He received a bachelor's degree in construction project management from Southeast University (東南大學) in the PRC in July 1998, and his Executive Master of Business Administration (EMBA) degree from China Europe International Business School (中歐國際工商學院) in the PRC in September 2007. Mr. Xie obtained professional qualification as a senior engineer in May 2012.

Mr. Xie was a director of the following companies, which were voluntarily wound up or struck off with details as follows:

<b>Name of Company</b>	<b>Place of incorporation</b>	<b>Principal business activity immediately before being voluntarily wound up or being struck off</b>	<b>Voluntarily wound up or being struck off</b>
Jiangsu Yincheng Fitting Company Limited* (江蘇銀城體育健身有限公司)	PRC	a company principally engaged in the provision of business services	voluntarily wound up on 28 November 2012
Nanjing Yin'an Decorative Engineering Company Limited* (南京銀安裝飾工程有限公司)	PRC	a company principally engaged in the provision of architectural and construction services	voluntarily wound up on 10 August 2016
Nanjing Yuangu Information Technology Company Limited* (南京原穀資訊科技有限公司)	PRC	a company principally engaged in the provision of software and information technology services	voluntarily wound up on 22 May 2018

Mr. Xie has confirmed that during the course of the voluntary winding up of the above companies, there was no allegation of fraud or other impropriety, judgment debt or disqualification order made against him.

Mr. Xie as a non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from 18 February 2019. Under the appointment letter, Mr. Xie is entitled to a director's remuneration of RMB929,035 per annum and discretionary bonus as determined by the Board. Mr. Xie's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Xie is interested in 78,085,490 Shares held by Silver Xie Holding Limited, a company beneficially and wholly-owned by Mr. Xie, within the meaning of Part XV of the SFO.

## **EXECUTIVE DIRECTORS**

**Mr. MA Baohua (馬保華)**, aged 57, is our executive Director and our President. Mr. Ma joined our Group in February 2004 and was appointed as our executive Director on 19 August 2018. Mr. Ma is responsible for the overall strategic decision, business planning, and daily management and operation of our Group. Mr. Ma has over 34 years of experience in the real estate or real estate-related industry in the PRC. Prior to joining our Group, he worked from March 1986 until he joined us in February 2004 at Nanjing Urban Planning Bureau\* (南京市規劃局), and was deputy director of the General Management Department when he left to join our Group, responsible for plan implementation management work. Prior to that, Mr. Ma worked at the Gulou District Urban Construction Bureau\* (南京市鼓樓區城建局, currently known as 南京市鼓樓區建設房產和交通局) from October 1983 to March 1986, responsible for urban planning.

Mr. Ma received his diploma in industrial and civil engineering from Jinling Vocational University (金陵職業大學) in the PRC in August 1983. He then obtained his bachelor's degree in urban and rural planning and land management from Nanjing University in the PRC in July 2001, and his Executive Master of Business Administration (EMBA) degree from China Europe International Business School (中歐國際工商學院) in the PRC in September 2007. He has obtained professional qualification as a registered urban planner since May 2001. In 2017, Mr. Ma was recognised as one of the top 100 property managers co-awarded by Sina Finance, Leju, China Real Estate Association, Shanghai Securities News and China Entrepreneur Magazine.

**APPENDIX II****DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Ma was a director of the following company, which was voluntarily wound up with details as follows:

<b>Name of Company</b>	<b>Place of incorporation</b>	<b>Principal business activity immediately before being voluntarily wound up or being struck off</b>	<b>Voluntarily wound up or being struck off</b>
Jiangsu Tianye Real Estate Development Company Limited* (江蘇天業房地產開發有限公司)	PRC	a company principally engaged in real estate development	voluntarily wound up on 7 January 2013

Mr. Ma has confirmed that during the course of the voluntary winding up of the above companies, there was no allegation of fraud or other impropriety, judgment debt or disqualification order made against him.

Mr. Ma as an executive Director has signed a service contract with the Company for a term of three years, with effect from 18 February 2019. Under the service contract, Mr. Ma is entitled to a director's remuneration of RMB93,225.92 per month and discretionary bonus as determined by the Board. Mr. Ma's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Ma is interested in 71,919,056 Shares held by Silver Ma Holding Limited, a company beneficially and wholly-owned by Mr. Ma, within the meaning of Part XV of the SFO.

**Mr. ZHU Li (朱力)**, aged 45, is an executive Director and our vice President. Mr. Zhu joined our Group in July 1995 and was appointed as our executive Director on 19 August 2018. He is primarily responsible for business operations, customer service and procurement of our Group. Mr. Zhu has over 22 years of experience in the real estate industry in the PRC.

Mr. Zhu obtained a bachelor's degree in construction engineering from Southeast University (東南大學) in the PRC in July 1999. Mr. Zhu received his Executive Master of Business Administration (EMBA) degree from China Europe International Business School (中歐國際工商學院) in the PRC in September 2010.

**APPENDIX II****DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Zhu was the supervisor of the following company, which was voluntarily wound-up with details as follows:

<b>Name of Company</b>	<b>Place of incorporation</b>	<b>Principal business activity immediately before being voluntarily wound up or being struck off</b>	<b>Voluntarily wound up or being struck off</b>
Nanjing Kangzheng Technology Company Limited* (南京康正科技有限公司)	PRC	a company principally engaged in the wholesale business	voluntarily wound up on 25 April 2011

Mr. Zhu has confirmed that during the course of the voluntary winding up of the above companies, there was no allegation of fraud or other impropriety, judgment debt or disqualification order made against him.

Mr. Zhu as an executive Director has signed a service contract with the Company for a term of three years, with effect from 18 February 2019. Under the service contract, Mr. Zhu is entitled to a director's remuneration of RMB81,832.92 per month and discretionary bonus as determined by the Board. Mr. Zhu's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Zhu is interested in 36,192,609 Shares held by Silver Li Holding Limited, a company beneficially and wholly-owned by Mr. Zhu, within the meaning of Part XV of the SFO.

**Mr. WANG Zheng (王政)**, aged 39, is an executive Director and our vice President. Mr. Wang joined our Group in February 2003 and was appointed as our executive Director on 19 August 2018. He is primarily responsible for overseeing the investment and marketing departments of our Group. Mr. Wang has over 14 years of experience in the real estate industry in the PRC.

Mr. Wang received a diploma in international business administration from Nanjing Normal University (南京師範大學) in the PRC in July 2001. He obtained his Master's degree in administrative management from Nanjing Tech University (南京工業大學) in June 2014, and obtained his Real Estate Brokerage Practice Certificate on 24 June 2009.

Mr. Wang as an executive Director has signed a service contract with the Company for a term of three years, with effect from 18 February 2019. Under the service contract, Mr. Wang is entitled to a director's remuneration of RMB72,223.25 per month and discretionary bonus as determined by the Board. Mr. Wang's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Wang is interested in 10,627,861 Shares held by Silver Wang Holding Limited, a company beneficially and wholly-owned by Mr. Wang, within the meaning of Part XV of the SFO.

**Ms. SHAO Lei (邵磊)**, aged 37, is an executive Director and our vice President. Ms. Shao joined our Group in July 2004 and was appointed as our executive Director on 19 August 2018. She is primarily responsible for legal, funds and securities affairs of our Group. Ms. Shao has over 13 years' of experience in the real estate industry in the PRC.

Ms. Shao received a bachelor's degree in accountancy from Nanjing University of Finance and Economics (南京財經大學) in the PRC in June 2004. She obtained professional qualifications as an accountant in May 2005, and a certified public accountant in February 2008.

Ms. Shao as an executive Director has signed a service contract with the Company for a term of three years, with effect from 18 February 2019. Under the service contract, Ms. Shao is entitled to a director's remuneration of RMB81,053.08 per month and discretionary bonus as determined by the Board. Ms. Shao's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

As at the Latest Practicable Date, Ms. Shao is interested in 10,627,861 Shares held by Silver Wang Holding Limited, a company beneficially and wholly-owned by Ms. Shao, within the meaning of Part XV of the SFO.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. CHEN Shimin (陳世敏)**, aged 60, was appointed as our independent non-executive Director on 18 February 2019. He is primarily responsible for supervising and providing independent judgment to our Board. He has almost 30 years of experience in accounting. Dr. Chen is currently a professor in accounting at China Europe International Business School (中歐國際工商學院) in the PRC and has been in this position since August 2008.

Prior to his current position, Dr. Chen worked as assistant professor at the Hong Kong Polytechnic University in Hong Kong from August 2005 to August 2008. Dr. Chen also worked as assistant professor at Lingnan University in Hong Kong from September 1998 to August 2005.

He also served as an independent director of Zhejiang Wolwo Bio-Pharmaceutical Co., Ltd.\* (浙江我武生物科技股份有限公司), a company listed on the Shenzhen stock Exchange (stock code: 300357) which is a biopharmaceutical company engaged in the research of allergic diseases, and the development, production and sales of treatment products, from January 2011 to January 2017.

Dr. Chen also served as an independent director of Hangzhou Shunwang Technology Co., Ltd.\* (杭州順網科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300113) which is principally a service provider for an internet café platform, from November 2009 to March 2016, an independent non-executive director of China High Speed

Transmission Equipment Group Co., Ltd. (中國高速傳動設備集團有限公司), a company listed on the Stock Exchange (stock code: 658) which is principally engaged in the manufacturing of high-speed gear transmission equipment in China, from June 2007 to December 2016, and an independent non-executive director of Hailan Holdings Limited\* (海藍控股有限公司), a company listed on the Stock Exchange (stock code: 2278) which is principally engaged in the development and sales of properties in the PRC, from June 2016 to December 2018.

Dr. Chen as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from 18 February 2019. Under the appointment letter, Dr. Chen is entitled to a director's fee of RMB300,000 per annum. Dr. Chen's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

**Mr. CHAN Peng Kuan (陳炳鈞)**, aged 55, was appointed as our independent non-executive Director on 18 February 2019. He is primarily responsible for supervising and providing independent judgment to our Board. Mr. Chan has more than 20 years of experience in finance and banking. He has been the chief financial officer of Elegance Optical International Holdings Limited, a company listed on the Stock Exchange (stock code: 907) which primarily engages in the manufacturing and sales of eyeglasses, since October 2017.

Prior to his current position, he served as chief operating officer of CITIC Merchant Co., Limited, a company primarily engaged in the provision of merchant banking services, from January 2012 to September 2017. Prior to that, Mr. Chan was the responsible officer at Piper Jaffray Asia Limited, a full-service investment bank, from February 2011 to November 2011. Mr. Chan also worked from March 2005 to January 2011 at BNP Paribas Capital (Asia Pacific) Limited, a company primarily engaged in the provision of investment banking services, and was a managing director of the corporate finance and Greater China Coverage department at the time of his departure.

From 15 August 2000 to 4 December 2004, Mr. Chan served as an executive director of Sanyuan Group Limited (三元集團有限公司), a company delisted from the Stock Exchange in December 2009 (stock code: 140), which principally engaged in the research and development of bio-pharmaceuticals.

Mr. Chan was appointed to the board of directors of Sanyuan Group Limited (三元集團有限公司) to handle the restructuring of its business activities and materialising its debt restructuring plan.

Mr. Chan graduated with a bachelor's degree in commerce from the University of Canterbury in New Zealand in May 1989. He received his master's degree in applied finance from Macquarie University in Australia in November 1998. Mr. Chan has been a member of the Hong Kong Institute of Certified Public Accountants (previously known as Hong Kong Society of Accountants) since July 1993. He obtained his professional qualification as a Chartered Accountant in November 1992 from the Institute of Chartered Accountants of Australia and New Zealand (previously known as Chartered Accountants of New Zealand).

**APPENDIX II****DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Chan was a director of the following companies, which were involuntarily wound up:

<b>Name of Company</b>	<b>Place of incorporation</b>	<b>Principal business activity immediately before being voluntarily wound up or struck off</b>	<b>Voluntarily wound up or being struck off</b>	<b>Reason (if struck off)</b>
Pacific Engineering Limited	Hong Kong	a company principally engaged in the trading of the sea sand	involuntarily wound up on 11 May 2006 due to winding up order	This company was making loss and a creditor filed a petition to wind up this company which was subsequently dissolved by compulsory winding up.
Infinity Properties Limited	Hong Kong	a property holding company	involuntarily wound up on 31 January 2007 due to winding up order	This company was wound up as a result of the debt restructuring agreement reached between Sanyuan Group Limited (a then listed company on the Stock Exchange and the holding company of this company) and the relevant lending bank. This company was dissolved by compulsory winding up as a result thereof.
Propland Limited	Hong Kong	a property holding company	involuntarily wound up on 6 October 2006 due to winding up order	same as above
V & O Company Limited	Hong Kong	a property holding company	involuntarily wound up on 6 October 2006 due to winding up order	same as above



Mr. Chan was appointed on 31 August 2000 as a director of each of Pacific Engineering Limited, Infinity Properties Limited, Propland Limited and V&O Company Limited (collectively, the “Relevant Companies”), all of which were incorporated in Hong Kong and wholly-owned subsidiaries of Sanyuan Group Limited (三元集團有限公司).

As a result of the debt restructuring agreement reached between Sanyuan Group Limited (三元集團有限公司) and the relevant lending bank, winding up petitions were filed to wind up each of the Relevant Companies on 23 December 2004 and the respective winding-up orders were granted against each of the Relevant Companies on 23 February 2005.

There was no wrongful act on the part of Mr. Chan leading to the winding up of the Relevant Companies.

Mr. Chan has confirmed that, (i) he was not involved in the daily operations of the Relevant Companies at any time; and (ii) during the course of the liquidation of the Relevant Companies, there was no allegation of fraud or other impropriety, judgment debt or disqualification order made against him.

Mr. Chen as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from 18 February 2019. Under the appointment letter, Mr. Chen is entitled to a director’s fee of HK\$300,000 per annum. Mr. Chen’s appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules.

**Mr. LAM Ming Fai (林名輝)**, aged 43, was appointed an independent non-executive Director on 18 February 2019. Mr. Lam has many years of experience in the legal industry in Hong Kong. He is currently a partner of Messrs. D. S. Cheung & Co. specialising in corporate finance, corporate/commercial and compliance and regulatory matters. Mr. Lam was admitted as a solicitor of the High Court of Hong Kong since 2001. Mr. Lam worked as an associate in the Hong Kong office of Messrs. Sidley Austin focusing on corporate finance works. Mr. Lam joined Messrs. DLA Piper Hong Kong as an associate focusing on corporate finance works with his last position as a partner since 2012 till the time of his departure. Mr. Lam graduated with a Bachelor of Laws degree from the University of Hong Kong. He is a member of the Law Society of Hong Kong.

Mr. Lam as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from 18 February 2019. Under the appointment letter, Mr. Lam is entitled to a director’s fee of HK\$300,000 per annum. Mr. Lam’s appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable the Listing Rules.



## NOTICE OF ANNUAL GENERAL MEETING



**Yincheng International Holding Co., Ltd.**

**銀城國際控股有限公司**

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

**(Stock Code: 1902)**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of Yincheng International Holding Co., Ltd. (the “Company”) will be held at Caine Room, 7/F, Conrad Hong Kong, Pacific Place, Admiralty, Hong Kong on Thursday, 20 June 2019 at 10 a.m. to transact the following businesses:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (“Directors”) and auditor of the Company (“Auditor”) for the year ended 31 December 2018.
2.
  - (i) To re-elect Mr. Huang Qingping as a Director.
  - (ii) To re-elect Mr. Xie Chenguang as a Director.
  - (iii) To re-elect Mr. Zhu Li as a Director.
  - (iv) To re-elect Mr. Wang Zheng as a Director.
  - (v) To re-elect Ms. Shao Lei as a Director.
  - (vi) To re-elect Dr. Chen Shimin as a Director.
  - (vii) To re-elect Mr. Chan Peng Kuan as a Director.
  - (viii) To re-elect Mr. Lam Ming Fai as a Director.
  - (ix) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as Auditor and to authorize the Board to fix its remuneration.
4. **“THAT:**
  - (a) subject to the following provisions 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 shares in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options and warrants or similar rights to subscribe for Shares or bonds and debentures or other securities convertible into Shares which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options and warrants or similar rights to subscribe for Shares or bonds and debentures or other securities convertible into Shares which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of 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 in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the 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 law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction applicable to the Company outside Hong Kong).”

<b>NOTICE OF ANNUAL GENERAL MEETING</b>
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5. **“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 the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the 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 law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. **“THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and

## NOTICE OF ANNUAL GENERAL MEETING

is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board  
**Yincheng International Holding Co., Ltd.**  
**Huang Qingping**  
*Chairman*

Hong Kong, 30 April 2019

*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 17 June 2019 to Thursday, 20 June 2019, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's share registrar 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 not later than 4:30 p.m. on Friday, 14 June 2019.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
5. With respect to resolution numbered 2 of this notice, Mr. Huang Qingping, Mr. Xie Chenguang, Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng, Ms. Shao Lei, Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 30 April 2019.
6. As at the date of this notice, the Board comprises four executive Directors, namely Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng and Ms. Shao Lei; two non-executive Directors, namely Mr. Huang Qingping and Mr. Xie Chenguang; and three independent non-executive Directors, namely Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai.