
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 **Asia Energy Logistics Group Limited** (the “Company”), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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ASIA ENERGY LOGISTICS GROUP LIMITED

亞洲能源物流集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 351)

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

A notice convening the Annual General Meeting of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 15 April 2020 at 11:00 a.m. (the “**Annual General Meeting**”) or any adjournment thereof is set out on pages N-1 to N-4 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9 March 2020

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DEFINITIONS

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

“2008 Share Option Scheme”	the share option scheme adopted by the Company on 20 August 2008 (as refreshed on 3 June 2010) which was subsequently terminated by the Company on 20 August 2018
“2018 Share Option Scheme”	the share option scheme adopted by the Company on 20 August 2018 (as refreshed on 27 May 2019)
“AGM Notice”	notice convening the Annual General Meeting as set out on pages N-1 to N-4 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 15 April 2020 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Asia Energy Logistics Group Limited, a company incorporated in Hong Kong with limited liability whose issued Shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive director(s) of the Company
“Explanatory Statement”	the explanatory statement required under the Listing Rules to provide the requisite information in respect of the Share Repurchase Mandate as set out in Appendix II to this circular
“Extension Mandate”	the general mandate proposed to be granted to the Directors by a separate resolution at the Annual General Meeting to the effect that the Share Issue Mandate shall be extended by the addition of the Shares repurchased under the Share Repurchase Mandate
“General Mandates”	the existing general mandates granted to the Directors to issue Shares and to repurchase shares at the annual general meeting of the Company held on 27 May 2019 which will be expired at the conclusion of the Annual General Meeting
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-Executive Director(s)”	the independent non-executive director(s) of the Company
“Latest Practicable Date”	3 March 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the main board of the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Non-Executive Director”	the non-executive director of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Share Consolidation”	the consolidation of every five (5) then existing Shares into one (1) consolidated Share which came into effect from 19 August 2019
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to permit the allotment and issue of new Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



ASIA ENERGY LOGISTICS GROUP LIMITED

亞洲能源物流集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 351)

Executive Directors:

Mr. Fu Yongyuan

Mr. Wu Jian

Registered office:

Room 2404, 24/F

Wing On Centre

111 Connaught Road Central

Hong Kong

Non-Executive Director:

Mr. Yu Baodong (*Chairman*)

Independent Non-Executive Directors:

Mr. Chan Chi Yuen

Mr. Wong Cheuk Bun

Mr. Chan Sing Fai

9 March 2020

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information in respect of the ordinary resolutions to be proposed at the Annual General Meeting for the approval of (i) the grant of the Share Issue Mandate, the Share Repurchase Mandate, the Extension Mandate; and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the General Mandates granted to the Directors will be expired at the conclusion of the Annual General Meeting, ordinary resolutions will be proposed at the Annual General Meeting to approve the grant to the Directors of the Share Issue Mandate, the Share Repurchase Mandate and the Extension Mandate.

As at the Latest Practicable Date, there were 495,975,244 Shares in issue. Subject to the passing of the relevant resolutions approving the Share Issue Mandate and the Share Repurchase Mandate and assuming that no further Shares are issued and/or repurchased by the Company after the Latest Practicable Date and prior to the Annual General Meeting, the Directors would be allowed, (i) under the Share Issue Mandate to allot and issue up to a maximum of 99,195,048 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date; and (ii) under the Share Repurchase Mandate to repurchase up to a maximum of 49,597,524 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

The Explanatory Statement required to be given to the Shareholders under the Listing Rules is set out in Appendix II to this circular. The information in the Explanatory Statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the Share Repurchase Mandate.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Mr. Yu Baodong, a Non-Executive Director and Mr. Wong Cheuk Bun, an Independent Non-Executive Directors, will retire from office by rotation pursuant to Articles 101A and 101B of the Articles of Association. Pursuant to Article 92 of the Articles of Association, Mr. Chan Sing Fai, who has been appointed by the Board on 21 February 2020 as an Independent Non-Executive Director, will hold office only until the Annual General Meeting. All the above retiring Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

The Board has considered the assessments of the Nomination Committee that Mr. Yu and Mr. Wong have contributed effectively to the Group in terms of strategic directions and independent professional advices and their continuous contributions are essential to the Group's growth and future development. Accordingly, the Board recommended each of Mr. Yu and Mr. Wong to stand for re-election as a Non-Executive Director and an Independent Non-Executive Director respectively at the Annual General Meeting.

The Board also recommended Mr. Chan Sing Fai to stand for re-election as an Independent Non-Executive Director at the Annual General Meeting pursuant to Article 92 of the Articles of Association.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice which contains, *inter alia*, ordinary resolutions to approve the Share Issue Mandate, the Share Repurchase Mandate, the Extension Mandate and the proposed re-election of retiring Directors are set out on pages N-1 to N-4 of this circular.

For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 7 April 2020 to Wednesday, 15 April 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 6 April 2020.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) 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. Therefore, all resolutions proposed at the Annual General Meeting will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

RECOMMENDATION

The Directors believe that the Share Issue Mandate, the Share Repurchase Mandate, the Extension Mandate and the proposed re-election of retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions referred to above to be proposed at the Annual General Meeting as set out in the AGM Notice.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

By order of the Board
Fu Yongyuan
Executive Director

Biographical details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting in accordance with the Articles of Association are set out as follows:

NON-EXECUTIVE DIRECTOR**Mr. Yu Baodong (“Mr. Yu”)**

Mr. Yu, aged 56, has been a Non-Executive Director since 31 March 2009 and the chairman of the Company since 26 January 2010. Mr. Yu is also the chairman of the Nomination Committee. He has over 10 years of experience in project investment and corporate management. He holds a master degree in Economics from the Renmin University of China and a doctorate degree in Economics from the Wuhan University. Mr. Yu was an executive director of GCL-Poly Energy Holdings Limited (Stock Code: 3800) from November 2006 to September 2014 and a non-executive director of GCL New Energy Holdings Limited (Stock Code: 451) from May 2014 to February 2015. Both companies are listed on the Main Board of the Stock Exchange.

Mr. Yu has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into a service agreement with Mr. Yu for a term of three years from 1 April 2018, subject to termination by three months’ prior notice in writing to the other party and retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to a monthly remuneration of HK\$45,000 which was recommended by the Remuneration Committee with reference to his qualification, duties and responsibilities with the Company as well as the prevailing market conditions and approved by the Board.

As at the Latest Practicable Date, Mr. Yu has an interest in 15,102,010 Shares within the meaning of Part XV of the SFO, which represents Mr. Yu’s entitlement to exercise share options to subscribe for a total of 15,102,010 Shares. The share options were granted to him under the 2008 Share Option Scheme and the 2018 Share Option Scheme respectively.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements stated under Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules in relation to the re-election of Mr. Yu as a Non-Executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Wong Cheuk Bun (“Mr. Wong”)**

Mr. Wong, aged 45, has been an Independent Non-Executive Director and a member of the Audit Committee since 3 July 2017 and a member of each of the Remuneration Committee and the Nomination Committee since 24 March 2018. He is practicing certified public accountant and currently an adjunct lecturer specializing in accounting and finance areas in various tertiary institutions in Hong Kong and Mainland China. Mr. Wong received a Master degree of Professional Accounting from the Hong Kong Polytechnic University. He is presently an associate member of each of the Hong Kong Institute of Certified Public Accountants, the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) and the Hong Kong Institute of Chartered Secretaries and a fellow member of the Association of Chartered Certified Accountants. Mr. Wong has about 20 years of diversified experience in accounting and finance.

Mr. Wong has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into a letter of appointment dated 3 July 2017 (as amended by a letter of variation dated 1 March 2019) with Mr. Wong for a term of three years from 3 July 2017, subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to a monthly director’s fee of HK\$15,000 which was recommended by the Remuneration Committee with reference to his qualification, duties and responsibilities with the Company as well as the prevailing market conditions and approved by the Board.

As at the Latest Practicable Date, Mr. Wong has an interest in 1,360,000 Shares within the meaning of Part XV of the SFO, which represents Mr. Wong’s entitlement to exercise share options to subscribe for a total of 1,360,000 Shares. The share options were granted to him under the 2008 Share Option Scheme and the 2018 Share Option Scheme respectively.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements stated under Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules in relation to the re-election of Mr. Wong as an Independent Non-Executive Director.

Mr. Chan Sing Fai (“Mr. Chan”)

Mr. Chan, aged 36, has been an Independent Non-Executive Director and a member of the Audit Committee since 21 February 2020.

He has over 12 years of experience in the related fields of finance, auditing, accounting and corporate governance practices. Mr. Chan graduated from the Hong Kong Polytechnic University with a Bachelor’s degree with honors in accountancy in 2007 and attained a Master of Corporate Governance from the Hong Kong Polytechnic University in 2015. He is a member of the Hong Kong Institute of Certified Public Accountants and is an associate member of the Hong Kong Institute of Chartered Secretaries. Mr. Chan is currently the company secretary and financial controller of Global Bio-chem Technology Group Company Limited (Stock Code: 0809) and Global Sweeteners Holdings Limited (Stock Code: 03889), all of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Chan has not held any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into a letter of appointment dated 21 February 2020 with Mr. Chan for a term of three years from 21 February 2020, subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to a monthly director’s fee of HK\$15,000, which was recommended by the Remuneration Committee with reference to his qualification, duties and responsibilities with the Group as well as the prevailing market conditions and approved by the Board.

As at the Latest Practicable Date, Mr. Chan has not held any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements stated under Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules in relation to the re-election of Mr. Chan as an Independent Non-Executive Director.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to the Shareholders for their consideration of the Share Repurchase Mandate.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 495,975,244 Shares in issue. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the date of the Annual General Meeting, exercise in full of the Share Repurchase Mandate would result in up to 49,597,524 Shares (representing 10% of the total number of Shares in issue as at the Latest Practicable Date), being repurchased by the Company. The Share Repurchase Mandate will allow the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of Hong Kong or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASE

The Directors consider that the Share Repurchase Mandate will provide the Company the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchase may enhance the net asset value of the Company and/or earnings per Share, depending on market conditions and funding arrangements at the time, and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

In the event that the Share Repurchase Mandate were to be exercised in full, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2019). However, the Directors do not propose to exercise the Share 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.

3. FUNDING AND LEGALITY OF REPURCHASE

Any repurchase of Shares will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Articles of Association and the applicable laws of Hong Kong.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company nor has he undertaken not to sell any of the Shares held by him to the Company in the event that the Company is authorized to make repurchase of the Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchase pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Hong Kong and in accordance with the regulations set out in the Articles of Association.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Share 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 purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wong Kin Ting was taken to have an interest under the SFO in 91,059,406 Shares (comprising (i) 85,159,406 Shares held by King Castle Enterprises Limited, which is wholly owned by him and (ii) 5,900,000 Shares held by Delight Assets Management Limited, which is also wholly owned by him), representing approximately 18.4% of the total number of Shares in issue. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the Annual General Meeting and the shareholding of Mr. Wong Kin Ting remains unchanged, in the event that the Directors exercise in full of the Share Repurchase Mandate (if granted), then the attributable shareholding of Mr. Wong Kin Ting would be increased to approximately 20.4% of the total number of Shares in issue and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would trigger a mandatory offer.

7. SHARE REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months up to and including the Latest Practicable Date are as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
March	0.495	0.325
April	0.430	0.280
May	0.425	0.235
June	0.450	0.220
July	0.515	0.330
August	0.370	0.290
September	0.380	0.315
October	0.360	0.305
November	0.440	0.250
December	0.400	0.275
2020		
January	0.400	0.305
February	0.345	0.200
March (up to and including the Latest Practicable Date)	0.200	0.170



ASIA ENERGY LOGISTICS GROUP LIMITED

亞洲能源物流集團有限公司

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(Stock Code: 351)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Asia Energy Logistics Group Limited (the “**Company**”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 15 April 2020 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, the Directors’ Report and the Independent Auditor’s Report of the Company for the year ended 31 December 2019.
2.
 - (a) To re-elect Mr. Yu Baodong as a non-executive director of the Company;
 - (b) To re-elect Mr. Wong Cheuk Bun as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Chan Sing Fai as an independent non-executive director of the Company; and
 - (d) To authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint Mazars CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.

By way of special business, to consider, and if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

4. “**THAT:**
 - (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) in the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities

NOTICE OF ANNUAL GENERAL MEETING

which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate 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 of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or (c) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares; or (d) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent 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; and
- (iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) 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; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares, or any class of shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the

NOTICE OF ANNUAL GENERAL MEETING

offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) 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 recognized regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**") applicable to the Company)."

5. **"THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws of Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange and other regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company; or
 - (b) 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; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting."

6. **"THAT** conditional upon Resolutions 4 and 5 as set out in the notice convening the Meeting (the "**AGM Notice**") being passed, the aggregate number of the Shares which are repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in the AGM Notice (up to a maximum of 10 per cent of the total number of Shares in issue as at the date of passing of Resolution 5 as set out in the AGM Notice) shall be added to the aggregate

NOTICE OF ANNUAL GENERAL MEETING

number of the Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution 4 as set out in the AGM Notice.”

By Order of the Board
Fu Yongyuan
Executive Director

Hong Kong, 9 March 2020

Registered office:
Room 2404, 24/F
Wing On Centre
111 Connaught Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares in the Company may appoint more than one proxy. A proxy need not be a member of the Company.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company's share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
3. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 7 April 2020 to Wednesday, 15 April 2020 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be qualified for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by not later than 4:30 p.m. on Monday, 6 April 2020.
5. In respect of Resolution 2 of the AGM Notice regarding re-election of retiring directors of the Company, Mr. Yu Baodong, Mr. Wong Cheuk Bun and Mr. Chan Sing Fai will retire from the office of directorship at the Meeting and, being eligible, offer themselves for re-election in accordance with the articles of association of the Company. The biographical details of the above retiring directors of the Company are set out in Appendix I to the circular of the Company dated 9 March 2020.