
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Circular is issued by Hengxin Technology Ltd. (the “Company”). **If you are in any doubt** as to the action you should take, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your Shares in the capital of the Company, you should at once hand this Circular, the notice of the annual general meeting (the “AGM”) and attached proxy form to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

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This Circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for securities of the Company.



HENGXIN TECHNOLOGY LTD. **亨鑫科技有限公司***

(carrying on business in Hong Kong as HX Singapore Ltd.)

(incorporated in Singapore with limited liability)

(Singapore Registration No.: 200414927H)

(Hong Kong Stock Code: 1085)

(Singapore Stock Code: I85)

RE-ELECTION OF RETIRING DIRECTORS, THE PROPOSED SHARE ISSUE MANDATE, THE PROPOSED SHARE PURCHASE MANDATE AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of the Company is set out from pages 5 to 9 of this Circular.

A notice convening the AGM of the Company to be held at Rooms 3, 4 and 5, United Conference Centre Limited, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 April 2016 at 10:30 a.m. (or at any adjournment thereof) is set out on pages 29 to 36 of this Circular. Any shareholder or depositor or proxy who wishes to take part in the AGM from Singapore, may attend via video conference which will be held at Conference Room, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987. The persons attending the said video conference will be able to pose questions to the Company and to comment on the issues to be considered at the AGM as set forth in the AGM notice. If you are unable to attend the AGM, you are requested to complete and return the proxy form accompanying this Circular in accordance with the instructions printed thereon to the Company's Principal Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 (for Singapore Shareholders), or to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), as soon as possible and in any event not later than forty-eight (48) hours before the time of the AGM (or at any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or at any adjournment thereof) should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	5
APPENDIX I — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	10
APPENDIX II — EXPLANATORY STATEMENT	14
NOTICE OF ANNUAL GENERAL MEETING	29

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“2015 AGM”	has the meaning ascribed to it in Section 3.1 of Letter from the Board in this Circular
“ACRA”	Accounting and Corporate Regulatory Authority
“AGM”	the annual general meeting of the Company to be convened at Rooms 3, 4 and 5, United Conference Centre Limited, 10/F United Centre, 95 Queensway, Admiralty in Hong Kong and at Conference Room, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987 via video conference in Singapore on Thursday, 28 April 2016 at 10:30 a.m. (or at any adjournment thereof), the notice of which is set out on pages 29 to 36 of this Circular
“Annual Report”	the annual report of the Company for FY2015
“Board”	the board of Directors
“CDP”	The Central Depository (Pte) Limited
“Circular”	this circular
“Companies Act”	the Companies Act (Chapter 50) of Singapore as amended, modified or supplemented from time to time
“Company”	Hengxin Technology Ltd., a company incorporated in Singapore with limited liability and the Shares of which are primarily listed on the Main Board of the SEHK and secondarily listed on the Main Board of the SGX-ST
“Constitution”	the memorandum and articles of association of the Company which were in force immediately before the Companies (Amendment) Act 2014 which took effect in Phases on 1 July 2015 and 3 January 2016 respectively
“controlling shareholder(s)”	has the meaning as ascribed to this term under the Hong Kong Listing Rules
“core connected person(s)”	has the meaning as ascribed to this term under the Hong Kong Listing Rules
“Depositor(s)”	has the meaning ascribed to it by Section 81SF of the SFA
“Director(s)”	the director(s) of the Company
“EPS”	earnings per Share
“FY2015”	the financial year ended 31 December 2015
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administration Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the SEHK, as amended, modified or supplemented from time to time
“Hong Kong Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or supplemented from time to time
“Latest Practicable Date”	10 March 2016, being the latest practicable date prior to the printing of this Circular
“Market Day”	a day on which the SGX-ST or the SEHK, as the case may be, is open for trading of securities
“Market Purchase”	has the meaning ascribed to it in Section 4.1(a) of Letter from the Board in this Circular
“Maximum Price”	has the meaning ascribed to it in Section 1.3.4 of Appendix II to this Circular
“NTA”	net tangible asset
“Off-Market Purchase”	has the meaning ascribed to it in Section 4.1(b) of Letter from the Board in this Circular
“Previous Share Issue Mandate”	has the meaning ascribed to it in Section 3.1 of Letter from the Board in this Circular
“Previous Share Purchase Mandate”	has the meaning ascribed to it in Section 4.1 of Letter from the Board in this Circular
“Related Expenses”	has the meaning ascribed to it in Section 1.3.4 of Appendix II to this Circular
“Relevant Period”	the period commencing from the date on which the forthcoming annual general meeting of the Company is held and the resolution relating to the Share Purchase Mandate is passed, and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier, after the date the resolution relating to the Share Purchase Mandate is passed
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“S\$” and “cents”	Singapore dollars and cents respectively

DEFINITIONS

“Securities Accounts”	the securities account maintained with CDP, but not including the securities accounts maintained with a Depository Agent (as defined in Section 81SF of the SFA)
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFA”	the Securities and Future Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, as amended, modified or supplemented from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary shares in the share capital of the Company
“Share Issue Mandate”	has the meaning ascribed to it in Section 3.2 of Letter from the Board in this Circular
“Share Purchase Mandate”	has the meaning ascribed to it in Section 4.2 of Letter from the Board in this Circular
“Shareholder(s)”	registered holder(s) of Shares except that where the registered holder is CDP, the term “Shareholder(s)” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register (as defined in Section 81SF of the SFA) maintained by CDP and to whose securities accounts such Shares are credited
“Singapore Listing Manual”	the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“Singapore Takeovers Code”	the Singapore Code on Take-overs and Mergers
“substantial shareholder(s)”	has the meaning as ascribed to this term under the Hong Kong Listing Rules
“%”	percentage and per centum

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Singapore Listing Manual, the Singapore Takeovers Code, the SFA, the Hong Kong Listing Rules, the Hong Kong Takeovers Code, the SFO or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Singapore Listing Manual, the Singapore Takeovers Code, the SFA, the Hong Kong Listing Rules, the Hong Kong Takeovers Code, the SFO, as amended, modified or supplemented from time to time.

DEFINITIONS

Words importing the singular number shall include the plural number where the context admits and vice versa. Words importing the masculine gender shall include the feminine gender where the context admits. Reference to persons shall, where applicable, include corporations.

Any reference to a time of a day or date in this Circular is a reference to Singapore time or date.

Any discrepancy with the tables in this Circular between the listed amounts and the totals thereof is due to rounding.



HENGXIN TECHNOLOGY LTD.
亨鑫科技有限公司*

(carrying on business in Hong Kong as HX Singapore Ltd.)

(incorporated in Singapore with limited liability)

(Singapore Registration No.: 200414927H)

(Hong Kong Stock Code: 1085)

(Singapore Stock Code: I85)

Directors:

Mr. Cui Wei

(Chairman and Non-Executive Director)

Mr. Du Xiping *(Executive Director)*

Mr. Xu Guoqiang *(Executive Director)*

Ms. Zhang Zhong *(Non-Executive Director)*

Mr. Tam Chi Kwan Michael

(Independent Non-Executive Director)

Dr. Li Jun *(Independent Non-Executive Director)*

Mr. Pu Hong *(Independent Non-Executive Director)*

Registered Office:

55 Market Street,

#08-01,

Singapore 048941

**Head office and principal place of
business in Singapore:**

7 Temasek Boulevard,

#04-02B Suntec Tower One,

Singapore 038987

24 March 2016

To: The Shareholders of Hengxin Technology Ltd.

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
THE PROPOSED SHARE ISSUE MANDATE,
THE PROPOSED SHARE PURCHASE MANDATE
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this Circular serves to provide you with information on the resolutions to be proposed at the AGM for the re-election of the retiring Directors, the approval of the Share Issue Mandate and the Share Purchase Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

2.1 Pursuant to Article 88 of the Constitution, Mr. Du Xiping was appointed by the Board as Director and shall hold office only until the forthcoming AGM and, being eligible, will offer himself for re-election at the forthcoming AGM.

* For identification purpose only

LETTER FROM THE BOARD

- 2.2 Pursuant to Article 89 of the Constitution, Ms. Zhang Zhong and Mr. Tam Chi Kwan Michael shall retire at the forthcoming AGM and, being eligible, offer themselves for re-election at the forthcoming AGM.
- 2.3 Details of the retiring Directors proposed to be re-elected at the AGM are set forth in Appendix I to this Circular.

3. THE PROPOSED SHARE ISSUE MANDATE

- 3.1 At the annual general meeting of the Company held on 27 April 2015 (the “**2015 AGM**”), notice of which was given on 23 March 2015, the Directors were granted a share issue mandate (the “**Previous Share Issue Mandate**”).
- 3.2 As the Previous Share Issue Mandate granted at the 2015 AGM will expire at the conclusion of the forthcoming AGM or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier, the Directors propose for the adoption of a new share issue mandate (the “**Share Issue Mandate**”) at the forthcoming AGM.
- 3.3 The Hong Kong Listing Rules provide that the Share Issue Mandate shall be subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted under the Share Issue Mandate must not exceed twenty per cent. (20%) of the existing issued share capital of the Company.
- 3.4 The Share Issue Mandate, once approved, will continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier, unless revoked or varied by the Company in a general meeting by ordinary resolution.

4. THE PROPOSED SHARE PURCHASE MANDATE

- 4.1 At the 2015 AGM, the Directors were granted the share purchase mandate to exercise all the powers of the Company to purchase or acquire Shares (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent. (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of the 2015 AGM), at the price of up to but not exceeding:
- (a) in the case of a market purchase (the “**Market Purchase**”), one hundred and five per cent. (105%) of the average closing price of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company; and
- (b) in the case of an off-market purchase (the “**Off-Market Purchase**”), one hundred and twenty per cent. (120%) of the average closing price of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the Off-Market Purchase by the Company,
- (the “**Previous Share Purchase Mandate**”).

LETTER FROM THE BOARD

- 4.2 As the Previous Share Purchase Mandate granted pursuant to the 2015 AGM will expire at the conclusion of the forthcoming AGM, the Directors propose for the adoption of a new share purchase mandate (the “**Share Purchase Mandate**”) at the forthcoming AGM.
- 4.3 The Share Purchase Mandate, once approved, will continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier, unless revoked or varied by the Company in a general meeting by ordinary resolution.
- 4.4 As at the Latest Practicable Date, the number of Shares in issue was 388,000,000. Accordingly, assuming that the Company has not issued or repurchased its Shares during the Relevant Period, the exercise of the Share Purchase Mandate in full of up to the maximum limit of ten per cent. (10%) of its issued Shares, once approved, would enable the Company to repurchase a maximum of 38,800,000 Shares. The Share Purchase Mandate will provide flexibility to the Directors to purchase or acquire Shares as and when it is in the interest of the Company to do so.
- 4.5 An explanatory statement setting out the details of the Share Purchase Mandate is attached as Appendix II to this Circular.

IMPORTANT: Notwithstanding the adoption of the Share Issue Mandate and the Share Purchase Mandate, the Company shall from time to time comply with the relevant requirements under the Hong Kong Listing Rules in relation to issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.

5. DIRECTORS’ RECOMMENDATIONS

- 5.1 The Board is pleased to recommend the retiring Directors, whose details are set out in Appendix I to this Circular, for re-election at the AGM.
- 5.2 The Board considers that the re-election of the retiring Directors, the Share Issue Mandate and the Share Purchase Mandate are in the interests of the Company and the Shareholders as a whole.
- 5.3 Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions relating to the re-election of the retiring Directors, the Share Issue Mandate and the Share Purchase Mandate as set out in the notice of AGM of the Company to be proposed at the AGM.

6. ANNUAL GENERAL MEETING

The AGM, the notice of which is circulated with this Circular, will be held at Rooms 3, 4 and 5, United Conference Centre Limited, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 April 2016 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without any modifications, the resolutions in relation to the re-election of the retiring Directors, the Share Issue Mandate and the Share Purchase Mandate. Any Shareholder or Depositor or proxy who wishes to take part in the AGM from Singapore, may attend via video conference which will be held at Conference Room, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower

LETTER FROM THE BOARD

One, Singapore 038987. The persons attending the said video conference will be able to pose questions to the Company and to comment on the issues to be considered at the AGM as set forth in the AGM notice.

Pursuant to Article 59 of the Constitution and Rule 13.39(4) of the Hong Kong Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and wish to appoint a proxy to attend and vote at the AGM on their behalf will find attached to this Circular a proxy form which they are requested to complete, sign and return in accordance with the instructions printed thereon to arrive at the Company's Principal Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 (for Singapore Shareholders), or to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders) as soon as possible and in any event not later than forty-eight (48) hours before the time fixed for the AGM (or at any adjournment thereof). Completion and return of a proxy form by a Shareholder will not preclude a Shareholder from attending and voting in person at the AGM (or at any adjournment thereof) if a Shareholder finds that he/she is able to do so. In such event, the relevant proxy form will be deemed to be revoked.

8. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular includes the particulars given in compliance with the Companies Act and the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts in relation to the re-election of the retiring Directors, the Share Issue Mandate and the Share Purchase Mandate, and the Directors are not aware of any other material facts not contained in this Circular, the omission of which would make any statement in this Circular misleading. Where information contained in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Circular in its proper form and context.

LETTER FROM THE BOARD

9. GENERAL INFORMATION

Your attention is drawn to the information as set out in Appendix I and Appendix II to this Circular.

Yours faithfully,
For and on behalf of the Board
Hengxin Technology Ltd.
Cui Wei
Chairman

Set out below are particulars of the Directors proposed to be re-elected at the AGM.

MS. ZHANG ZHONG (“Ms. Zhang”), Non-executive Director

Ms. Zhang Zhong (張鍾), aged 61, is our non-executive Director and was appointed on 23 June 2005. Ms. Zhang is one of the founders and directors of Jiangsu Hengxin Technology Co., Ltd., a wholly-owned subsidiary of the Company, since its establishment in June 2003.

Currently, Ms. Zhang is also the consultant of Sichuan Jiawei Materials Co., Ltd. (四川省佳煒物資有限公司), a company engaged in the sales of metals and construction materials, machinery and electronics equipment, which has no business activities with our Group. From 1988 to 2004, she was the manager of the metals branch at Sichuan Science and Industrial Trade Agricultural Machinery Co. Ltd (四川省科工貿農機公司金屬材料分公司) and was responsible for sales and marketing in the company.

Prior to that, between 1982 and 1988, she was the manager of the metals branch at Sichuan Agricultural Machinery Supply and Sales Co. Ltd (四川省農機供銷總公司) and was responsible for market development and sales in the company. Between 1972 and 1982, she worked at Sichuan Chain Factory (四川省鏈條廠).

Save as disclosed above, Ms. Zhang (i) does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company; (ii) does not hold other positions with the Company and other members of the Group; and (iii) did not hold any directorship in the last three (3) years preceding the Latest Practicable Date of this Circular in any public companies the securities of which are listed on the securities market in Hong Kong and overseas.

As at the Latest Practicable Date, Ms. Zhang was deemed to be interested in 28,082,525 Shares, representing approximately 7.24% of the Company’s entire issued share capital, through Wellahead Holdings Limited, which is wholly-owned by her, pursuant to Part XV of the SFO. Please refer to paragraph 1.13 of Appendix II to this Circular for further details.

Ms. Zhang has entered into a letter of appointment with the Company on 10 December 2010, pursuant to which Ms. Zhang agreed to act as a non-executive Director for an initial term of three (3) years commencing on 10 December 2010, which is renewable automatically after the expiry of the initial term for successive terms or amended by way of subsequent written agreement between Ms. Zhang and the Company and may be terminated by either party giving not less than three (3) months’ prior notice in writing to the other, or in accordance with other terms thereof. Ms. Zhang is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Constitution.

As at the Latest Practicable Date, Ms. Zhang is entitled to an annual Director’s fee of HK\$378,000 which was determined with reference to her roles and responsibilities and the prevailing market conditions.

Save as disclosed above, Ms. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her appointment and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

MR. TAM CHI KWAN MICHAEL (“Mr. Tam”), Independent Non-Executive Director

Mr. Tam Chi Kwan Michael (譚志昆), aged 52, is our independent non-executive Director and was appointed on 10 December 2010. Mr. Tam is currently the managing director of TLC CPA Limited, a firm of certified public accountants in Hong Kong and has more than 20 years of experience in tax consulting and auditing. He holds an Honours Diploma in Accountancy from Lingnan University (formerly Lingnan College) in Hong Kong and a Bachelor of Laws (Hons) degree from the University of Wolverhampton in the United Kingdom.

Mr. Tam is a Certified Public Accountant (practicing) and a Registered Certified Tax Advisor in Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Accountants (England and Wales) and the Taxation Institute of Hong Kong.

Mr. Tam (i) does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company; (ii) does not hold other positions with the Company and other members of the Group; and (iii) did not hold any directorship in the last three (3) years preceding the Latest Practicable Date of this Circular in any public companies the securities of which are listed on any securities market in Hong Kong and overseas.

As at the Latest Practicable Date, Mr. Tam was not deemed to be interested in any Shares pursuant to Part XV of the SFO.

Mr. Tam was appointed as an independent non-executive Director for three (3) years commencing from 10 December 2010 pursuant to the letter of appointment entered into between the Company and Mr. Tam, which is renewable automatically after the expiry of the initial term for successive terms or amended by way of subsequent written agreement between Mr. Tam and the Company. Mr. Tam is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Constitution.

As at the Latest Practicable Date, Mr. Tam is entitled to an annual Director’s fee of HK\$400,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions, subject to the approval by shareholders at the forthcoming AGM.

Save as disclosed above, Mr. Tam has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his appointment and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

MR. DU XIPING (“Mr. Du”), Executive Director

Mr. Du Xiping (杜西平), aged 53, is our executive Director and was appointed on 31 December 2015. Mr. Du holds a Bachelor of Science from the Department of Astronomy in Nanjing University and a Master’s Degree in Economics from the Graduate School of Chinese Academy of Social Science. Mr. Du possesses a wide range of experience over the years covering economics research, trade, finance and investment.

Mr. Du was the general manager of Shenzhen Dong Fang Hongda Investment Co., Ltd. (深圳市東方泓達投資有限公司), Shenzhen Shuangxin Investment Co., Ltd. (深圳市雙信投資有限公司) and the trust department of New Industrial Investment Co., Ltd. (新產業投資股份有限公司), all of which are principally engaged in the business of trust and asset management, and during this tenure, Mr. Du had been appointed as the fund manager for the Hope Project. The Hope Project was launched by China Youth Development Foundation in October 1989, which had been one of China’s most extensive community projects and China’s most influential public welfare projects helping children and students covering different areas in education, welfare and sports for more than 25 years.

As the very first batch of securities practitioners after China’s reform and opening up, Mr. Du was the general manager of the securities department of Industrial and Commercial Bank of China’s United Financial Corporation Securities Unit Trust, Pearl River Delta Region (工商銀行珠江三角洲金融信托聯合總公司), mainly focusing on the securities and trust business.

Save as disclosed above, Mr. Du (i) does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company; (ii) does not hold other positions with the Company and other members of the Group; (iii) did not hold any directorship in the last three (3) years preceding the Latest Practicable Date of this Circular in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Du is the beneficial owner of 11,468,000 ordinary shares of the Company, representing approximately 2.96% of the issued share capital of the Company, pursuant to Part XV of the SFO. Please refer to paragraph 1.13 of Appendix II to this Circular for further details.

Mr. Du has entered into a service agreement with the Company with effect from 31 December 2015. Mr. Du is appointed for an initial term of three years commencing on 31 December 2015, subject to automatic renewal for successive terms of three (3) years upon expiry, and may be terminated by either party giving not less than three (3) months’ prior notice in writing to the other, or in accordance with other terms thereof. Mr. Du is subject to retirement by rotation and re-election at the AGM in accordance with the Constitution.

As at the Latest Practicable Date, Mr. Du is entitled to receive a monthly director's remuneration of approximately S\$15,500, which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to the prevailing market rate and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Du has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his appointment and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

THE PROPOSED SHARE PURCHASE MANDATE

1. The Share Purchase Mandate

1.1 Background

At the 2015 AGM, the Shareholders had approved the adoption of the Previous Share Purchase Mandate to enable the Company to purchase or to otherwise acquire issued Shares in the capital of the Company. Unless revoked or varied by the Company in general meeting, the authority contained in the Previous Share Purchase Mandate was expressed to continue in force until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

As the Previous Share Purchase Mandate granted at the 2015 AGM will expire at the conclusion of the forthcoming AGM, the Directors propose for the adoption of the Share Purchase Mandate at the forthcoming AGM.

1.2 Rationale

The Companies Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued shares (i.e. ordinary shares, stocks and preference shares) if it is expressly permitted to do so by the company's constitution. Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by the Companies Act, the Hong Kong Listing Rules, and such other laws and regulations as may, for the time being, be applicable.

The adoption of the Share Purchase Mandate will give the Directors the flexibility to purchase or acquire Shares if and when circumstances permit during the period that the Share Purchase Mandate is in force. Share purchases or acquisitions provide the Company and its Directors with an easy mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. The purchases or acquisitions of Shares may, depending on market conditions and funding arrangements, lead to an enhancement of the earnings per Share (the "EPS") and/or the net tangible assets (the "NTA") per Share, and will only be made when the Directors believe that such purchases or acquisitions of Shares will benefit the Company and the Shareholders as a whole.

Share purchases or acquisitions also allow the Directors to exercise control over the Company's share capital structure with a view to enhancing the EPS and/or the NTA per Share. The Share Purchase Mandate will further give the Company the opportunity to purchase or acquire Shares when such Shares are undervalued and help to buffer short-term share price volatility and offset the effects of share price speculation, thereby boosting Shareholders' confidence and employees' morale.

If and when circumstances permit, the Directors will decide whether to effect the Share purchases or acquisitions via Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

The Directors will only make purchases or acquisitions of Shares pursuant to the Share Purchase Mandate when they consider it to be in the interests of the Company and the Shareholders as a whole, and in circumstances which they believe from time to time will not result (a) in any material adverse effect on the working capital, gearing position or financial position of the Company or the Group as compared with the positions disclosed in the audited consolidated financial statements set out in the Annual Report in the event that the Share Purchase Mandate is to be exercised in full at any time during the proposed share purchase period, or (b) in the Company being delisted from the SEHK or the SGX-ST or any other securities exchange or being insolvent. It should be noted that the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full limit as mandated.

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares during the twelve (12) months preceding the Latest Practicable Date.

1.3 Authority and limits of the Share Purchase Mandate

The authority and limits placed on the Share Purchase Mandate are summarised as follows:

1.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares that may be purchased or acquired by the Company pursuant to the Share Purchase Mandate shall not exceed ten per cent. (10%) of the issued Shares of the Company as at the date of the last annual general meeting held before the resolution authorizing the Share Purchase Mandate is passed or as at the date of the resolution authorizing the Share Purchase Mandate is passed (the “**Approval Date**”), whichever is higher, unless the Company has, at any time during the Relevant Period, reduced its share capital by a special resolution under Section 78C of the Companies Act, or the court has, at any time during the Relevant Period, made an order under Section 78I of the Companies Act confirming the reduction of share capital of the Company, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered by the special resolution of the Company or the order of the court, as the case may be. Under the Companies Act, any Shares which are held as treasury shares shall be disregarded for the purposes of computing the ten per cent. (10%) limit. As at the Latest Practicable Date, no Shares were held as treasury shares.

For illustration purposes only, on the basis of 388,000,000 Shares in issue (none of which were treasury shares) as at the Latest Practicable Date, being 10 March 2016, not more than 38,800,000 Shares (representing ten per cent. (10%) of the Shares in issue as at the Latest Practicable Date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

1.3.2 Duration of the Share Purchase Mandate

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to:

- (a) the date on which the next annual general meeting of the Company is held or required by law to be held; or
- (b) the date on which the Share purchases or acquisitions are carried out to the full extent mandated under the Share Purchase Mandate; or
- (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in general meeting by ordinary resolution,

whichever is the earliest.

The Share Purchase Mandate may be renewed by Shareholders' approval at the subsequent annual general meeting of the Company or other general meeting of the Company.

1.3.3 Manner of purchases or acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (a) Market Purchase, transacted on the SEHK, the SGX-ST and/or on any other securities exchange on which the Shares are listed and/or quoted, through one (1) or more duly licensed dealers appointed by the Company for that purpose; and/or
- (b) Off-Market Purchase, in accordance with an equal access scheme for the purchase or acquisition of Shares from Shareholders.

In relation to Off-Market Purchases, the Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Hong Kong Listing Rules and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme(s). Under Section 76C of the Companies Act, an equal access scheme must satisfy all the following conditions:

- (a) offers under the scheme must be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;

- (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
- (iii) differences in the offers introduced solely to ensure that each member is left with a whole number of Shares.

1.3.4 Maximum purchase price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses (the “**Related Expenses**”)) to be paid for the Shares purchased or acquired pursuant to the Share Purchase Mandate will be determined by the Directors.

However, the purchase price to be paid for the Shares purchased or acquired pursuant to the Share Purchase Mandate as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined below) of the Shares; and
- (b) in the case of an Off-Market Purchase, one hundred and twenty per cent. (120%) of the Average Closing Price (as defined below) of the Shares,

in either case, excluding Related Expenses of the purchase or acquisition (the “**Maximum Price**”).

For the above purposes:

“**Average Closing Price**” means:

- (aa) in the case of a Market Purchase, the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded on the SEHK, the SGX-ST or as the case may be, such other stock exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or
- (bb) in the case of an Off-Market Purchase, the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded on the SEHK, the SGX-ST or as the case may be, such other stock exchange on which the Shares are listed or quoted, immediately preceding the Date of the Making of the Offer (as defined below) pursuant to the Off-Market Purchase,

and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days period; and

“**Date of the Making of the Offer**” means the date on which the Company makes an offer for the purchase or acquisition of the Shares to the Shareholders, stating the purchase price (which shall not be more than the

Maximum Price determined on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

1.4 Source of funds

In purchasing or acquiring Shares pursuant to the Share Purchase Mandate, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Constitution, the Companies Act, the Hong Kong Listing Rules and any other applicable laws and regulations.

Under the Companies Act, any payment made by the Company in consideration of the purchase or acquisition of its own Shares may be made out of the Company's capital and/or profits, so long as the Company is solvent.

For this purpose, a company is "solvent" if:

- (i) the company is able to pay its debts in full at the time of payment for the purchase or acquisition of the Shares and will be able to pay its debts as they fall due in the normal course of business during the period of twelve (12) months immediately following the date of the payment; and
- (ii) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the proposed purchase, acquisition, variation or release, become less than the value of its liabilities (including contingent liabilities), having regard to the most recent financial statements of the company and all other circumstances that the directors or managers of the company know or ought to know affect, or may affect, such values.

Under the Constitution, the Company may purchase or otherwise acquire any of its issued Shares out of distributable profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of such purchase or acquisition.

The Company intends to use internal resources, external borrowings, or a combination of both to fund the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate. However, in considering the option of external financing, the Directors will consider particularly the prevailing gearing level of the Group. The Directors will only make purchases or acquisitions of Shares pursuant to the Share Purchase Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group, and in accordance with the requirements as stated above pursuant to the Companies Act.

1.5 Status of purchased Shares

Under the Companies Act, the Company may choose to hold the purchased Shares as treasury shares or to cancel them. The Constitution also allows the Company to hold purchased Shares as treasury shares. Accordingly, the Company has the discretion to hold the purchased Shares as treasury shares or to cancel them.

However, as the Company is now primarily listed on the SEHK, it has to comply with the Hong Kong Listing Rules. Under Rule 10.06(5) of the Hong Kong Listing Rules, the listing of all Shares which are purchased by the Company (whether on the SEHK or otherwise) shall be automatically cancelled upon purchase and the Company must apply for listing of any further issues of that type of Shares in the normal way. The Company shall ensure that the documents of title of purchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase. Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation). The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company.

Certificates in respect of purchased or acquired Shares that are cancelled by the Company will be cancelled by the Company as soon as reasonably practicable following settlement of any purchase or acquisition of such Shares.

1.6 Reporting requirements

- 1.6.1 Within thirty (30) days of the passing of the Shareholders' ordinary resolution to approve any purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such ordinary resolution with the Accounting And Corporate Regulatory Authority in Singapore (the "ACRA").
- 1.6.2 The Company shall also notify ACRA within thirty (30) days of a purchase or acquisition of Shares on the SGX-ST, SEHK or otherwise, in the prescribed form. Such notification shall include details of the date of the purchase or acquisition, the total number of Shares purchased or acquired by the Company, the number of Shares cancelled, the Company's issued share capital before the purchase or acquisition of Shares, the Company's issued share capital after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition, whether Shares were purchased or acquired out of profits or capital of the Company, and such other particulars as may be required in the prescribed form.
- 1.6.3 While the Hong Kong Listing Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the Company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision or there is inside information until the price sensitive or inside information has been publicly announced. In particular, for the purposes of the foregoing, the Company will not purchase or acquire any Shares through Market Purchase during the period commencing one (1) month immediately preceding the earlier of:
 - (a) the date of the Board meeting (as such date is first notified to the SEHK or the SGX-ST) for the approval of the Company's results announcement for the full financial year or half-year; and

- (b) the deadline for the Company to publish an announcement of its results for any full financial year or half-year (whether or not required under the Hong Kong Listing Rules or the Singapore Listing Manual),

and ending on the date of the results announcement.

1.7 Financial effects

The financial effects on the Group arising from the purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the number of Shares purchased or acquired, the consideration paid for such Shares or the amount (if any) borrowed by the Company to fund the purchases or acquisitions. It is therefore not possible to realistically calculate or quantify the impact at this point of time.

1.7.1 Purchase or acquisition out of profits and/or capital

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the capital and/or profits of the Company so long as the Company is solvent.

Under the Constitution, the Company may purchase or otherwise acquire any of its issued Shares out of distributable profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of such purchase or acquisition.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

After the purchased or acquired Shares are cancelled, a reduction by the total amount of the purchase price paid by the Company for the purchased or acquired Shares will be made to:

- (a) the share capital of the Company where the Shares were purchased out of the capital of the Company;
- (b) the profits of the Company where the Shares were purchased out of the profits of the Company; or
- (c) the share capital and profits of the Company proportionately where the Shares were purchased out of both the capital and profits of the Company.

1.7.2 Number of Shares purchased or acquired

For illustration purposes only, as at the Latest Practicable Date, the number of Shares in issue was 388,000,000. Accordingly, assuming that the Company has not issued or repurchased its Shares during the Relevant Period, the exercise of the Share Purchase Mandate in full of up to the maximum limit of ten per cent. (10%) of its issued Shares, once approved, would enable the Company to repurchase a maximum of 38,800,000 Shares.

1.7.3 Maximum Price paid for Shares purchased or acquired

In the case of the Market Purchases by the Company, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 38,800,000 Shares at the Maximum Price of S\$0.33 per Share (being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares for the five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 38,800,000 Shares is approximately S\$12,804,000, excluding Related Expenses.

In the case of the Off-Market Purchases by the Company, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 38,800,000 Shares at the Maximum Price of S\$0.37 per Share (being the price equivalent to twenty per cent. (20%) above the average of the closing market prices of the Shares for the five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 38,800,000 Shares is approximately S\$14,356,000, excluding Related Expenses.

1.8 Taxation

Shareholders who are in doubt as to their respective tax positions or tax implications of Shares purchased by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

1.9 Listing status

The Company is required under Rule 8.08 of the Hong Kong Listing Rules to ensure that at least twenty-five per cent. (25%) of its Shares are in the hands of the public. According to the Hong Kong Listing Rules, the SEHK will not regard any core connected person of the Company as a member of “the public” or Shares held by a core connected person as being “in public hands”. In addition, the SEHK will not recognise as a member of “the public”:

- (a) any person whose acquisition of securities has been financed directly or indirectly by a core connected person; and/or

- (b) any person who is accustomed to take instructions from a core connected person in relation to the acquisition, disposal, voting or other disposition of securities of the Company registered in his/her name or otherwise held by him/her.

As at the Latest Practicable Date, there are 258,154,813 Shares in the hands of the public, representing approximately sixty-six point fifty-three per cent. (66.53%) of the issued Shares of the Company. Assuming that the Company purchases or acquires its Shares through Market Purchases up to the full ten per cent. (10%) limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be reduced to 219,354,813 Shares, representing approximately sixty-two point eighty-two per cent. (62.82%) of the remaining issued Shares of the Company (on the assumption that the purchased Shares are cancelled).

In undertaking any purchases or acquisitions of its Shares, the Directors will use their best efforts to ensure that a sufficient number of Shares shall remain in public hands so that the purchases or acquisitions of Shares will not:

- (a) adversely affect the listing status of the Shares on both the SGX-ST and the SEHK;
- (b) cause market illiquidity; or
- (c) adversely affect the orderly trading of the Shares.

1.10 Suspension of purchase or acquisition

1.10.1 The Company will not effect or undertake any Share purchases or acquisitions prior to the announcement of any price-sensitive information or inside information by the Company, until such time as the price-sensitive information or inside information has been publicly announced or disseminated in accordance with the requirements of the Singapore Listing Manual and/or the Hong Kong Listing Rules.

1.10.2 The Company will not effect or undertake any Share purchases or acquisitions on the SEHK or the SGX-ST during the period commencing one (1) month immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the SEHK or the SGX-ST) for the approval of the Company's results announcement for the financial year or half-year, and
- (ii) the deadline for the Company to publish an announcement of its results for any full financial year or half-year (whether or not required under the Hong Kong Listing Rules or the Singapore Listing Manual), and ending on the date of the results announcement.

1.11 (A) Implications under the Singapore Takeovers Code

The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following the purchase or acquisition of Shares by the Company, will be treated as an acquisition for the

purposes of Rule 14 of the Singapore Takeovers Code (“**Rule 14**”). Consequently, depending on the number of Shares purchased or acquired by the Company and the total number of Shares in the capital of the Company at that time, a Shareholder and persons acting in concert with him could obtain or consolidate effective control of the Company and could become obliged to make a general offer under Rule 14.

Under the Singapore Takeovers Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert with each other:

- (i) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (ii) the following companies:
 - (aa) a company;
 - (bb) the parent company of (aa);
 - (cc) the subsidiaries of (aa);
 - (dd) the fellow subsidiaries of (aa);
 - (ee) the associated companies of any of (aa), (bb), (cc) or (dd);
 - (ff) companies whose associated companies include any of (aa), (bb), (cc), (dd), or (ee); and
 - (gg) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights; and
- (iii) the following persons and entities:
 - (aa) an individual;
 - (bb) the close relatives of (aa);
 - (cc) the related trusts of (aa);
 - (dd) any person who is accustomed to act in accordance with the instructions of (aa);
 - (ee) companies controlled by any of (aa), (bb), (cc), or (dd); and
 - (ff) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, a company is an associated company of another company if the second company owns or controls at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of the first-mentioned company.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a general offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Singapore Takeovers Code.

In general terms, the effect of Rule 14 and Appendix 2 of the Singapore Takeovers Code is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a general offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent. (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months.

Under Appendix 2 of the Singapore Takeovers Code, a Shareholder not acting in concert with the Directors will not be required to make a general offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate, unless so required under the Companies Act.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, Kingever Enterprises Limited (which is wholly-owned by Mr. Cui Wei, the chairman and non-executive Director) has an interest in 90,294,662 Shares, representing approximately twenty-three point twenty-seven per cent. (23.27%) of the issued share capital of the Company, and Mr. Cui Wei is deemed to be a substantial shareholder by reason of the 90,294,662 Shares held by Kingever Enterprises Limited. The entire Shares held by Kingever Enterprises Limited are registered in the Company's Branch Register of Members in Hong Kong. In the event that the Directors exercise in full the power to purchase or acquire Shares under the Share Purchase Mandate and if there is no other change in the issued share capital of the Company, the shareholding of Kingever Enterprises Limited in the Company will be increased to approximately twenty-five point eighty-six per cent. (25.86%) of the issued share capital of the Company.

As at the Latest Practicable Date, none of the substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 as a result of the purchase or acquisition by the Company of the maximum limit of ten per cent. (10%) of its issued Shares as at the Latest Practicable Date.

Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer under the Singapore Takeovers Code as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers and/or the Securities Industry Council of Singapore at the earliest opportunity before they purchase or acquire any Shares in the Company during the period when the Share Purchase Mandate is in force.

(B) Implications under the Hong Kong Takeovers Code

If, on the exercise of the power to purchase or acquire the Shares pursuant to the Share Purchase 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 Rule 32 of the Hong Kong Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Hong Kong 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 offer in accordance with Rule 26 and Rule 32 of the Hong Kong Takeovers Code.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, Kingever Enterprises Limited (which is wholly-owned by Mr. Cui Wei) has an interest in 90,294,662 Shares, representing approximately twenty-three point twenty-seven per cent. (23.27%) of the issued share capital of the Company, and Mr. Cui Wei is deemed to be a substantial shareholder (within the meaning of the SFO) of the Company by reason of the 90,294,662 Shares held by Kingever Enterprises Limited pursuant to Part XV of the SFO. In the event that the Directors exercise in full the power to purchase or acquire Shares under the Share Purchase Mandate and if there is no other change in the issued share capital of the Company, the shareholding of Kingever Enterprises Limited in the Company will be increased to approximately twenty-five point eighty-six per cent. (25.86%) of the issued share capital of the Company.

The Directors are not aware of any consequence which may arise under the Hong Kong Takeovers Code as a result of any purchases or acquisitions of Shares made under the Share Purchase Mandate.

The Directors do not have a present intention to exercise the power to purchase or acquire the Shares to the extent which will trigger off the mandatory offer requirement pursuant to the rules of the Hong Kong Takeovers Code.

1.12 Share purchase or acquisition made and Share price on the SEHK

1.12.1 The Company has not made any Market Purchases on the SEHK or the SGX-ST or Off-Market Purchases in the twelve (12) months preceding the date of this Circular.

1.12.2 Pursuant to Rule 10.06(1)(b)(x) of the Hong Kong Listing Rules, the Company is required to state the share prices traded on the SEHK during each of the previous twelve (12) months in the Explanatory Statement. The highest and lowest prices at which the Shares were traded on the SEHK in each of the following months are:

Month	Share price	
	Highest HK\$	Lowest HK\$
2015		
March	1.47	1.33
April	1.90	1.34
May	2.28	1.61
June	3.38	1.96
July	3.18	1.55
August	2.31	1.62
September	2.00	1.61
October	2.31	1.73
November	1.95	1.59
December	1.83	1.64
2016		
January	1.94	1.72
February	1.94	1.71
March (up to the Latest Practicable Date)	1.84	1.65

1.13 Directors' and substantial shareholders' interests

As at the Latest Practicable Date, the shareholdings of the Directors and the substantial shareholders (within the meaning of the SFO) of the Company before and after the purchase or acquisition of Shares (assuming that the purchased Shares are cancelled) pursuant to the Share Purchase Mandate, based on the Register of Director's Shareholdings and the Register of Substantial Shareholders of the Company, are as follows:

	Before Share Purchase			After Share Purchase		
	Direct	Deemed	Total	Direct	Deemed	Total
	Interest	Interest	Interest	Interest	Interest	Interest
	(No. of Shares)	(No. of Shares)	(%)	(No. of Shares)	(No. of Shares)	(%)
Directors						
Cui Wei ⁽¹⁾	—	90,294,662	23.27	—	90,294,662	25.86
Du Xiping	11,468,000	—	2.96	11,468,000	—	3.28
Xu Guoqiang	—	—	—	—	—	—
Zhang Zhong ⁽²⁾	—	28,082,525	7.24	—	28,082,525	8.04
Tam Chi Kwan Michael	—	—	—	—	—	—
Dr. Li Jun	—	—	—	—	—	—
Pu Hong	—	—	—	—	—	—
Substantial Shareholders						
Kingever Enterprises Limited ⁽¹⁾	90,294,662	—	23.27	90,294,662	—	25.86
Wellahead Holdings Limited ⁽²⁾	28,082,525	—	7.24	28,082,525	—	8.04

Notes:

- (1) Mr. Cui Wei holds 100% of the total issued share capital of Kingever Enterprises Limited. Pursuant to Section 7 of the Companies Act and Part XV of the SFO, Mr. Cui Wei is deemed to be interested in the Shares held by Kingever Enterprises Limited.
- (2) Ms. Zhang Zhong holds 100% of the total issued share capital of Wellahead Holdings Limited. Pursuant to Section 7 of the Companies Act and Part XV of the SFO, Ms. Zhang Zhong is deemed to be interested in the Shares held by Wellahead Holdings Limited.

Shareholders should note that the figures in the above table are set out for illustrative purposes only and calculated on the assumption that (i) the maximum amount of ten per cent. (10%) of the Shares of the Company purchased under the Share Purchase Mandate will be cancelled and (ii) there is no change in the number of Shares held or deemed to be held by the Directors and the substantial shareholders (within the meaning of the SFO) of the Company.

As at the Latest Practicable Date, Kingever Enterprises Limited has an interest in 90,294,662 Shares, representing approximately twenty-three point twenty-seven per cent. (23.27%) of the issued share capital of the Company. Mr. Cui Wei is deemed to be a substantial shareholder (within the meaning of the SFO) of the Company by reason of the 90,294,662 Shares held by Kingever Enterprises Limited. Wellahead Holdings Limited has an interest in 28,082,525 Shares, representing approximately seven point twenty-four per cent. (7.24%) of the issued share capital of the Company. Ms. Zhang Zhong is deemed to be a substantial shareholder (within the meaning of the SFO) of the Company by reason of the 28,082,525 Shares held by Wellahead Holdings Limited. Mr. Du Xiping has an interest in 11,468,000 Shares, representing

approximately two point ninety-six per cent. (2.96%) of the issued capital of the Company. In the event that the Company purchases a maximum of 38,800,000 Shares, being ten per cent. (10%) of the total number of Shares in issue, from the Shareholders other than Kingever Enterprises Limited, Wellahead Holdings Limited and Mr. Du Xiping, the resultant shareholding interest of Kingever Enterprises Limited, Wellahead Holdings Limited and Mr. Du Xiping in the Company would increase from approximately twenty-three point twenty-seven per cent. (23.27%), seven point twenty-four per cent. (7.24%) and two point ninety-six per cent (2.96%) respectively to approximately twenty-five point eighty-six per cent. (25.86%), eight point zero-four per cent. (8.04%) and three point twenty-eight per cent. (3.28%) respectively. Based on the foregoing and representations made by Kingever Enterprises Limited, Wellahead Holdings Limited and Mr. Du Xiping to the Company, the Share Purchase Mandate, even if fully utilized, would not trigger the provisions of the Singapore Takeovers Code or the Hong Kong Takeovers Code requiring Kingever Enterprises Limited or Wellahead Holdings Limited or Mr. Du Xiping, and/or persons acting in concert with them to incur an obligation to make a take-over offer under Rule 14 of the Singapore Takeovers Code or a mandatory offer under Rule 26 of the Hong Kong Takeovers Code.

Based on the above information, as at the Latest Practicable Date, none of the Directors and parties acting in concert with them will become obligated to make a general offer under Rule 14 of the Singapore Takeovers Code in the event that the Company purchases the maximum number of 38,800,000 Shares under the Share Purchase Mandate, and the Directors are not aware of any Director or substantial shareholder (within the meaning of the SFO) of the Company and parties acting in concert with them who may become obligated to make a mandatory offer under Rule 26 of the Hong Kong Takeovers Code in the event that the Company purchases the maximum number of 38,800,000 Shares.

1.14 Directors, substantial shareholders, their associates and connected persons

None of the Directors nor substantial shareholders, and to the best of their knowledge having made all reasonable enquiries, none of their associates, have any present intention, in the event that the Share Purchase Mandate is approved by the Shareholders at the AGM, to sell their Shares to the Company under the Share Purchase Mandate.

No core connected persons of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company, or that he or she has undertaken not to sell any Shares held by him or her to the Company, in the event that the Share Purchase Mandate is granted by the Shareholders at the AGM.

1.15 Directors' undertaking

The Directors have undertaken to the SEHK that they will exercise the power of the Company pursuant to the Share Purchase Mandate in accordance with the Hong Kong Listing Rules, the Constitution, the Companies Act and the applicable laws of the Republic of Singapore so far as the same may be applicable.

NOTICE OF ANNUAL GENERAL MEETING



HENGXIN TECHNOLOGY LTD. 亨鑫科技有限公司*

(carrying on business in Hong Kong as HX Singapore Ltd.)

(incorporated in Singapore with limited liability)

(Singapore Registration No.: 200414927H)

(Hong Kong Stock Code: 1085)

(Singapore Stock Code: I85)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Hengxin Technology Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Rooms 3, 4 and 5, United Conference Centre Limited, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 April 2016 at 10:30 a.m.. Any shareholder or depositor or proxy who wishes to take part in the Annual General Meeting from Singapore, may attend via video conference which will be held at Conference Room, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987. The persons attending the said video conference will be able to pose questions to the Company and to comment on the issues to be considered at the Annual General Meeting as set forth in this notice. The Annual General Meeting will be convened for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the directors’ report and the audited financial statements of the Company and the Group for the year ended 31 December 2015 together with the auditors’ report thereon. **(Resolution 1)**
2. To declare a first and final dividend of RMB2.97 cents per share for the year ended 31 December 2015 (2014: Nil). **(Resolution 2)**
3. To re-elect the following directors of the Company (the “**Directors**”) retiring pursuant to the Constitution of the Company:

Mr. Du Xiping (Article 88) **(Resolution 3)**
Ms. Zhang Zhong (Article 89) **(Resolution 4)**
Mr. Tam Chi Kwan Michael (Article 89) **(Resolution 5)**
[See Explanatory Note (i)]
4. To approve the payment of additional Directors’ fees of HK\$312 for the financial year ended 31 December 2015 (2014: S\$12,986). **(Resolution 6)**

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

5. To approve the payment of Directors' fees of HK\$1,858,000 for the financial year ending 31 December 2016 (2015: S\$116,000 and HK\$1,635,935). **(Resolution 7)**
6. To re-appoint Messrs Deloitte & Touche LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Adoption of Share Issue Mandate** **(Resolution 9)**

Authority to issue shares in the capital of the Company pursuant to Section 161 of the Singapore Companies Act, Cap. 50 (the "**Companies Act**"), and the Rules Governing the Listing of Securities (the "**Hong Kong Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**SEHK**").

That pursuant to Section 161 of the Companies Act and the Hong Kong Listing Rules, the Directors be authorised and empowered to:

- (a) (i) issue shares in the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

(the "**Share Issue Mandate**"),

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), otherwise than pursuant to (i) a Rights Issue (as defined in Explanatory Note (ii) below); or (ii) an issue of Shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of Shares or rights to acquire Shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Constitution of the Company; or (iv) a specific authority granted by the Shareholders of the Company in general meeting, shall not exceed the aggregate of twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SEHK) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent consolidation or subdivision of Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Hong Kong Listing Rules for the time being in force (unless such compliance has been waived by the SEHK) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting by ordinary resolution, the Share Issue Mandate shall continue in force (i) until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments, whichever is earlier.
- [See Explanatory Note (ii)]*

8. Adoption of Share Purchase Mandate

(Resolution 10)

That for the purposes of Sections 76C and 76E of the Companies Act, the Directors be and are hereby authorised to make purchases or otherwise acquire issued Shares in the capital of the Company from time to time (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) of up to ten per cent. (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of the Annual General Meeting) at the price of up to but not exceeding the Maximum Price as defined in paragraph 1.3.4 under Appendix II attached to the Company's circular dated 24 March 2016 (the "**Circular**"), in accordance with the paragraph headed "1.3 Authority and limits of the Share Purchase Mandate" as set out in Appendix II to the Circular, and this mandate shall, unless revoked or varied by the Company in a general meeting by ordinary resolution, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

NOTICE OF ANNUAL GENERAL MEETING

9. **Authority to issue Shares under the Hengxin Share Option Scheme (Resolution 11)**

That pursuant to Section 161 of the Companies Act, the Directors be authorised and empowered to offer and grant options (the “**Options**”) under the share option scheme of the Company (the “**Scheme**”) and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be transferred or issued pursuant to the exercise of the Options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary Shares to be issued pursuant to the Scheme shall not exceed ten per cent. (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company on the adoption date of the Scheme on 27 October 2010 and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

By Order of the Board
Hengxin Technology Ltd.
Chua Kern/Ivy Wong
Joint Company Secretaries
Singapore, 24 March 2016

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr. Du Xiping will, upon re-election as a Director of the Company, remain as an executive Director and member of nominating committee of the Company and he will be considered non-independent.

Ms. Zhang Zhong will, upon re-election as a Director of the Company, remain as a non-executive Director and member of the audit committee of the Company and she will be considered non-independent.

Mr. Tam Chi Kwan Michael will, upon re-election as a Director of the Company, remain as an independent non-executive Director, Chairman of the audit committee, and member of the remuneration committee and nominating committee of the Company and he will be considered independent.

- (ii) The Ordinary Resolution 9 above, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting by ordinary resolution, whichever is the earlier, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding the aggregate of twenty per cent. (20%) of the existing issued share capital of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of Shares.

For the purpose of this Resolution,

“**Rights Issue**” means an offer of Shares of the Company or issue of options, warrants or other securities giving the right to subscribe for Shares of the Company, open for a period fixed by the Directors to holders 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 offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

- (iii) The Ordinary Resolution 10 above, if passed, will empower the Directors from the date of the Annual General Meeting until the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, to purchase or acquire ordinary shares of the Company by way of Market Purchases or Off-Market Purchases on an equal access

NOTICE OF ANNUAL GENERAL MEETING

scheme of up to ten per cent. (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company at the Maximum Price as defined under paragraph 1.3.4 under Appendix II attached to the Circular, unless this mandate is varied or revoked by the Company in a general meeting by ordinary resolution. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are set out in greater details in the Circular.

- (iv) The Ordinary Resolution 11 above, if passed, will empower the Directors from the date of the Annual General Meeting until the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares in the Company pursuant to the exercise of Options granted or to be granted under the Scheme up to a number not exceeding in total (for the entire duration of the Scheme) ten per cent. (10%) of the issued Shares in the capital of the Company on the adoption date of the Scheme on 27 October 2010.

IMPORTANT: Notwithstanding the passing of the Ordinary Resolution Nos. 9, 10 and 11, the Company shall from time to time comply with the relevant requirements under the Hong Kong Listing Rules in relation to issuance of securities, repurchase of Shares and issuance of Shares under the Share Issue Mandate, the Share Purchase Mandate and/or the Scheme.

Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member. Where a Member appoints more than one (1) proxy, the Member shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
2. The instrument appointing a proxy, and if the instrument appointing a proxy is signed by an attorney, the letter or power of attorney or a duly certified copy thereof, must be deposited at the Company’s Principal Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 (for Singapore Shareholders), or at the office of the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for Hong Kong Shareholders), as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the Annual General Meeting (or at any adjournment thereof).
3. If the Member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

NOTICE OF ANNUAL GENERAL MEETING

4. A depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Future Act) of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorised officer or attorney and lodge the same at the office of the Company's Principal Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 as soon as possible and in any event, not later than forty-eight (48) hours before the time appointed for the Annual General Meeting (or at any adjournment thereof).
5. The Principal Share Registrar and Branch Share Registrar of the Company will be closed from Tuesday, 19 April 2016 to Thursday, 28 April 2016 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Principal Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 (for Singapore Shareholders), or at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders) not later than 4:30 p.m. on Monday, 18 April 2016.
6. Subject to the approval by shareholders of the Company at the Annual General Meeting, in order to determine the entitlement to the proposed first and final dividend for the year ended 31 December 2015, the Company's Principal Share Registrar and Branch Share Registrar will be closed on Monday, 16 May 2016, on which date no transfer of Shares will be registered. In order to qualify for the proposed first and final dividend for the year ended 31 December 2015, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Principal Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 (for Singapore Shareholders), or at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders) not later than 4:30 p.m. on Friday, 13 May 2016. Any removal of Shares of the Company between the Company's Principal Share Registrar in Singapore and Branch Share Registrar in Hong Kong shall be made not later than 4:30 p.m. on Wednesday, 4 May 2016.