THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Group Sense (International) Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

權智集團 GroupSense

GROUP SENSE (INTERNATIONAL) LIMITED
權智（國際）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 601)

PROPOSALS FOR (1) INCREASE IN AUTHORISED SHARE CAPITAL (2) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES (3) RE-ELECTION OF DIRECTORS AND (4) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the 2015 annual general meeting of Group Sense (International) Limited ("**Company**") for the nine months ended 31 December 2015 to be held at Unit 2606A, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Tuesday, 17 May 2016 at 10:00 a.m. is set out on pages 11 to 15 of this circular.

Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

18 April 2016

CONTENTS

Page

GROUP SENSE (INTERNATIONAL) LIMITED
權智(國際)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 601)

Executive Directors:
Shum Sai Chit *(Chairman)*
Chi Bi Fen *(Chief Executive Officer)*

Non-executive Directors:
Professor Meng Jian
Tam Wai Ho, Samson, *JP*

Independent Non-executive Directors:
Kwong Ping Man
Cheung Sound Poon

Registered Office:
Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal Office:
Unit 2606A, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

To the shareholders

Dear Sir or Madam,

PROPOSALS FOR (1) INCREASE IN AUTHORISED SHARE CAPITAL (2) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES (3) RE-ELECTION OF DIRECTORS AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the annual general meeting of the Company ("**AGM**") to be held on Tuesday, 17 May 2016 at 10:00 a.m., which include, inter alia, (i) the approval of Increase in Authorised Share Capital; (ii) the ordinary resolutions granting the directors of the Company ("**Directors**") general mandates to issue and repurchase shares of the Company ("**Shares**") and (iii) the ordinary resolutions in respect of re-election of the retiring Directors.

* *For identification purpose only*

INCREASE IN AUTHORISED SHARE CAPITAL

As at the latest practical date prior to the printing of this circular (i.e. 14 April 2016, the "**Latest Practical Date**"), the authorised share capital of the Company is HK$300,000,000 divided into 3,000,000,000 Shares of which 2,874,390,058 Shares have been allotted and issued and fully paid or credited as fully paid. In order to accommodate future expansion and growth of the Group, the Directors propose to increase the authorised share capital of the Company from HK$300,000,000 divided into 3,000,000,000 Shares to HK$1,000,000,000 divided into 10,000,000,000 Shares. As at the Latest Practicable Date, the Company has no present intention of issuing any part of such increased capital and does not have any equity fund raising plan other than the Open Offer.

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the AGM, relevant resolutions will be proposed by the Company to grant the Directors the general mandates (i) to repurchase up to 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing of the relevant resolution ("**Repurchase Mandate**"); (ii) to allot and issue Shares up to 20% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing the relevant resolution ("**Issue Mandate**") and (iii) to extend the Issue Mandate by adding any Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practical Date, a total of 2,874,390,058 Shares were in issue. Subject to the passing of the proposed resolutions granting the Repurchase Mandate and the Issue Mandate to the Directors and on the basis that no Share will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase up to 287,439,005 Shares and to issue up to 574,878,011 Shares under the Repurchase Mandate and the Issue Mandate respectively. Similar mandates previously granted to the Directors at the annual general meeting of the Company held on 11 September 2015 will be expired at the close of this AGM. Therefore, it is proposed to seek approval from the shareholders of the Company ("**Shareholders**") by way of ordinary resolutions to be put at the AGM to approve the grant of the Repurchase Mandate and the Issue Mandate.

An explanatory statement, as required by Rule 10.06(1)(b) of the Rules Governing the Listing of Securities ("**Listing Rules**") on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), containing the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the Repurchase Mandate is set out in Appendix I to this circular.

With reference to such new proposed general mandates, the Directors wish to state that they have no immediate plans to issue any new Shares or repurchase any Shares pursuant to the relevant mandates.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Mr. Shum Sai Chit and Mr. Kwong Ping Man will retire by rotation and, being eligible, offer himself for re-election at the AGM. Brief biographical details of the aforesaid Directors, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Unit 2606A, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Tuesday, 17 May 2016 at 10:00 a.m. is set out in Appendix III to this circular.

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

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Company will procure that the chairman of the AGM shall demand voting on all resolutions set out in the notice of the AGM be taken by way of poll.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited at http://www.hkexnews.hk and of the Company at http://www.gsl.com.hk.

RECOMMENDATION

The board of Directors ("**Board**") considers that the ordinary resolutions, inter alia, the approval of Increase in Authorised Share Capital, granting the Directors general mandates to issue and repurchase Shares and the re-election of the retiring Directors as set out in the notice of AGM are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend you to vote in favour of such resolutions at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. In case of any inconsistency between the English and Chinese versions of this circular, the English version shall prevail.

Yours faithfully,
For and on behalf of the Board of
Group Sense (International) Limited
Shum Sai Chit
Chairman

18 April 2016

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,874,390,058 Shares of HK$0.10 each. Subject to the passing of the relevant ordinary resolution and on the basis that no Share is issued prior to the AGM on Tuesday, 17 May 2016, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 287,439,005 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as it provides flexibility for the Directors to repurchase the Shares from the market whenever it is necessary to do so. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net value of the Company's shares and assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with its Memorandum of Association and Bye-laws and the applicable laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for repurchase purpose. The amount of premium payable on repurchase may be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or the Share premium account of the Company.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the nine months ended 31 December 2015) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an 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.

4. INTENTION AND UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, if the Repurchase Mandate is approved, to sell any Shares to the Company.

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

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to make repurchase of Shares.

5. SHARE REPURCHASE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company had not repurchased any Shares on the Stock Exchange or otherwise.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers ("**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Ming Xin Developments Limited ("**Mingxin**") was the registered holder of 1,491,197,454 Shares, representing approximately 51.88% of the total issued share capital of the Company. Assuming no change in Mingxin's shareholdings, in the event that the Directors exercise in full the power to repurchase the Shares, the shareholding of Mingxin would be increased from approximately 51.88% to approximately 57.64%. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that (i) an obligation under the Takeovers Code to make a mandatory offer will be triggered or (ii) the number of Shares in the hands of the public will fall below the prescribed minimum level of 25%.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	HK$	*HK$*
April 2015	0.514	0.349
May 2015	0.667	0.406
June 2015	0.644	0.383
July 2015	0.460	0.196
August 2015	0.353	0.178
September 2015	0.288	0.176
October 2015	0.299	0.225
November 2015	0.350	0.232
December 2015	0.360	0.285
January 2016	0.335	0.270
February 2016	0.335	0.285
March 2016	0.330	0.300
April 2016 (From 1 April to the Latest Practicable Date)	0.360	0.305

Note: The highest and lowest prices of the Shares for April 2015 to October 2015 have been adjusted retrospectively to take into account the effect of the open offer which was dealt on an ex-entitlement basis commenced on 15 October 2015.

The following are the brief biographical details of the Directors who are proposed to be re-elected at the AGM:

Mr. SHUM Sai Chit, age 58, was appointed as an executive Director on 5 March 2015. Mr. Shum is also the Chairman of the Group and a director of certain subsidiaries of the Company. Prior to joining the Group, Mr. Shum was the Managing Director of Go Modern Limited which was principally engaged in manufacturing of textile products and trading activities. In 1984, Mr. Shum joined Fujian Textiles Import and Export Corporation as a Manager to oversee importing and exporting of textile products. Mr. Shum is a graduate of Consumer Product Pricing and Statistics. Mr. Shum is currently an executive director of Century Sunshine Group Holdings Limited (stock code: 509).

Century Sunshine Group Holdings Limited (the controlling shareholder of the Company which is interested in 51.88% of the issued share capital of the Company) has entered into a service agreement with Mr. Shum in relation to the appointment of Mr. Shum as an executive Director of the Company for a fixed term of 3 years commencing from 5 March 2015 provided that either Mr. Shum or Century Sunshine Group Holdings Limited may terminate this appointment by giving at least three months' prior notice in writing, subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Shum is currently entitled to a fixed salary of HK$600,000 per annum. In addition, Mr. Shum is also entitled to a discretionary management bonus calculated as a percentage of the audited consolidated net profit of the Group attributable to the owners of Century Sunshine Group Holdings Limited (after tax and non-controlling interests and the payment of such management bonuses but before extraordinary and exceptional items), which percentage shall be determined by the Board provided that the aggregate amount of the bonuses payable to all executive Directors in respect of each financial year shall not exceed 5% of such profit. The remuneration of Mr. Shum is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise. Under the service agreement, Mr. Shum will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties. Mr. Shum will also be eligible to be granted options to subscribe for shares under the share option scheme of Century Sunshine Group Holdings Limited.

Save as disclosed above, Mr. Shum does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Shum has personal interest in 14,666,305 shares of Century Sunshine Group Holdings Limited and was interested in share options granted by Century Sunshine Group Holdings Limited pursuant to the share option scheme entitling him to subscribe for 11,500,461 shares of Century Sunshine Group Holdings Limited at HK$0.39129 per share. Save as disclosed above, Mr. Shum did not have any interest in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Shum did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years. Save as disclosed above, there are no matters concerning Mr. Shum that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Shum required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Kwong Ping Man, age 51, was appointed as an independent non-executive Director on 5 March 2015. Mr. Kwong is a director of O'Park Corporate Services Limited which provides corporate advisory services. Mr. Kwong had served as the chief financial officer of various companies for almost seven years. Mr. Kwong has over 15 years of experience in accounting, finance and administration. He obtained a master's degree in Professional Accounting from the Hong Kong Polytechnic University. He is a member of the Australian Society of Certified Practising Accountants, fellow member of the Hong Kong Institute of Certified Public Accountants, and associate member of the Hong Kong Institute of Company Secretaries. Mr. Kwong had been an independent non-executive director of Yat Sing Holdings Ltd. (Stock code: 3708) until March 2016. Mr. Kwong is currently an independent non-executive director of Century Sunshine Group Holdings Limited (stock code: 509), Tang Palace (China) Holdings Limited (Stock Code: 1181), Elegance Optical International Holdings Ltd. (Stock Code: 907) and Clear Lift Holdings Limited (Stock Code: 1341).

The Company has entered into a service agreement with Mr. Kwong in relation to the appointment of Mr. Kwong as an independent non-executive Director for a fixed term of 2 years commencing from 5 March 2015 provided that either Mr. Kwong or the Company may terminate this appointment by giving at least three months' prior notice in writing, subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Kwong is currently entitled to a fixed salary of HK$30,000 per annum. The remuneration of Mr. Kwong is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise. Under the service agreement, Mr. Kwong will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company.

Save as disclosed above, Mr. Kwong did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Kwong was interested in share options granted by Century Sunshine Group Holdings Limited pursuant to the share option scheme entitling him to subscribe for 6,389,145 shares of Century Sunshine Group Holdings Limited at HK$0.39129 per share. Save as disclosed above, Mr. Kwong did not have any interest in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Kwong did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years. Save as disclosed above, there are no matters concerning Mr. Kwong that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Kwong required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

GROUP SENSE (INTERNATIONAL) LIMITED
權智(國際)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 601)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Group Sense (International) Limited ("**Company**") will be held at Unit 2606A, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Tuesday, 17 May 2016 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESSES

1. To receive and adopt the audited financial statements and the reports of the directors of the Company ("**Directors**") and independent auditors for the nine months ended 31 December 2015;

2. To re-elect Directors and to authorise the Board to fix their remuneration; and

3. To re-appoint auditors and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

4. As special business, to consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution:

(A) "**THAT**:

(a) the increase of the authorised capital of the Company from HK$300,000,000 divided into 3,000,000,000 shares of HK$0.1 each (the "**Shares**") to HK$1,000,000,000 divided into 10,000,000,000 Shares by creating an additional 7,000,000,000 unissued Shares be and is hereby approved; and

* *For identification purpose only*

(b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital."

(B) "**THAT**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

(b) the aggregate nominal amount of the Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company ("**Byelaws**") or any applicable law to be held; or

(iii) the date of passing of an ordinary resolution by shareholders of the Company ("**Shareholders**") in general meeting revoking or varying the approval and authority given to the Directors by this resolution."

(C) "**THAT**

(a) a general mandate be and is hereby unconditionally granted to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with additional Shares in the capital of the Company (including making and granting offers, agreements and options which would or might require Shares to be issued, allotted or dealt with, whether during the continuance of such mandate or thereafter), otherwise than pursuant to:

(i) a rights issue where Shares are offered to Shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory outside, Hong Kong); or

(ii) any share option scheme or similar arrangement established by the Company and approved by the Stock Exchange; or

(iii) any issue of Shares upon the exercise of subscription rights attaching to any warrants of the Company; or

(iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws.

(b) the aggregate nominal value of the share capital to be issued, allotted or dealt with pursuant to the authority granted under paragraph (a) of this resolution shall not in aggregate exceed 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this resolution; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or

(iii) the date of passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the approval and authority given to the Directors by this resolution."

(D) "**THAT** conditional upon the passing of the Resolution Nos. 4(B) and 4(C) above, the aggregate nominal amount of the Shares which shall have been repurchased by the Company pursuant to Resolution No. 4(B) above shall be added to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution No. 4(C) above, provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution."

By Order of the Board
Group Sense (International) Limited
Shum Sai Chit
Chairman

Hong Kong, 18 April 2016

Notes:

(1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with any power of attorney or other authority under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding of the meeting or adjourned meeting.

(2) Members are advised to read the circular to the Shareholders dated 18 April 2016 which contains an Explanatory Statement in relation to Resolution No. 4 above.

(3) The Register of Members of the Company will be closed from Friday, 13 May 2016 to Tuesday, 17 May 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 12 May 2016.