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GROUP SENSE (INTERNATIONAL) LIMITED

權智（國際）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 00601)

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 Friday, 11 September 2015 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 and independent auditors for the year ended 31 March 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) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (“**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 of the Company (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;

* For identification purpose only

- (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 (Note (2)).”

(B) “**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 (Notes (2) and (4)).”
- (C) “**THAT** conditional upon the passing of the Resolution Nos. 4(A) and 4(B) above, the aggregate nominal amount of the Shares which shall have been repurchased by the Company pursuant to Resolution No. 4(A) 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(B) 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, 13 August 2015

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 13 August 2015 which contains an Explanatory Statement in relation to Resolution No. 4 above.
- (3) The Register of Members of the Company will be closed from Tuesday, 8 September 2015 to Friday, 11 September 2015, 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 Monday, 7 September 2015.

As at the date of this announcement, the executive Directors are Mr. Shum Sai Chit and Ms. Chi Bi Fen; non-executive Directors are Mr. Meng Jian and Dr. Tam Wai Ho, Samson JP, independent non-executive Directors are Mr. Kwong Ping Man, Mr. Cheung Sound Poon and Mr. Chen Gang.