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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Cheong Ming Investments Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CHEONG MING INVESTMENTS LIMITED****( 昌 明 投 資 有 限 公 司 )***(Incorporated in Bermuda with limited liability)*

(Stock Code: 1196)

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;**
- (4) PROPOSED CHANGE OF COMPANY NAME; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 22 August 2014 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis 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 the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

23 July 2014

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 22 August 2014 at 10:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors, the proposed increase in authorised share capital of the Company and the Proposed Change of Company Name
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company, as amended from time to time
“Company”	Cheong Ming Investments Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 July 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Proposed Change of Company Name”	the proposed change of the English name from “Cheong Ming Investments Limited” to “Realord Group Holdings Limited” and to adopt “偉祿集團控股有限公司” as its Chinese secondary name
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### CHEONG MING INVESTMENTS LIMITED

( 昌明投資有限公司 )

(Incorporated in Bermuda with limited liability)

(Stock Code: 1196)

*Executive Directors:*

Mr. Lin Xiaohui  
Madam Su Jiaohua  
Mr. Lin Xiaodong

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Mr. Yu Leung Fai  
Mr. Fang Jixin  
Dr. Li Jue

*Head office and principal place  
of business in Hong Kong:*

Unit 1102, 11th Floor  
Nexus Building  
41 Connaught Road Central  
Hong Kong

23 July 2014

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;  
(4) PROPOSED CHANGE OF COMPANY NAME; AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; (iii) the proposed increase in authorised share capital of the Company; and (iv) the Proposed Change of Company Name.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate and the re-election of Directors, proposed increase in authorised share capital, proposed change of company name and the notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with, unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 635,353,119 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 127,070,623 Shares.

#### Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 63,535,311 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

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## LETTER FROM THE BOARD

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An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

According to Bye-laws 87(1) and 87(2), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election. As disclosed in the announcement of the Company dated 18 July 2014, Mr. Lui Shing Ming, Brian, Mr. Lui Shing Cheong and Mr. Lui Shing Chung, Victor, Dr. Lam Chun Kong, Mr. Lo Wing Man JP and Dr. Ng Lai Man, Carmen have resigned as Directors with effect from 18 July 2014. Thus, no Director is required to retire from office by rotation at the conclusion of the AGM pursuant to Bye-laws 87(1) and 87(2).

However, pursuant to Bye-law 86(2), Mr. Lin Xiaohui, Madam Su Jiaohua, Mr. Lin Xiaodong, Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue, being the Directors appointed by the Board on 30 June 2014 subsequent to the previous annual general meeting of the Company shall hold office until the conclusion of the AGM and be eligible for re-election at the AGM. Separate resolutions will be proposed at the AGM for the re-election of each individual retiring Directors. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$80,000,000 divided into 800,000,000 shares of which 635,353,119 Shares were in issue. In order to provide the Company with greater flexibility for future investment opportunities, the Board proposes to increase the authorised share capital of the Company to HK\$2,000,000,000 by the creation of an additional 19,200,000,000 Shares (the “Increase in Authorised Share Capital”).

Immediately after the completion of the Increase in Authorised Share Capital and assuming no new Shares are issued or no Shares are repurchased from the Latest Practicable Date up to the date of the AGM, the authorised share capital of the Company will be HK\$2,000,000,000 divided into 20,000,000,000 Shares, with 635,353,119 Shares in issue and 19,364,646,881 Shares remaining unissued.

The Company may or may not issue Shares under the proposed Increased in Authorised Share Capital depending on the market condition. The Board believes that the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole. The proposed Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board on 18 July 2014 announced that it proposed to change the English name of the Company from “Cheong Ming Investments Limited” to “Realord Group Holdings Limited” and to adopt “偉祿集團控股有限公司” as its Chinese secondary name.

#### Condition

The Proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name; and
2. the Registrar of Companies in Bermuda approving the use of the new English name and the Chinese secondary name by the Company.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new English name and the Chinese secondary name of the Company on the register maintained by the Bermuda Registrar of Companies. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

#### Reasons for the Proposed Change of Company Name

The Board considers that the Proposed change of Company Name will provide a new corporate image and identity of the Company. The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

#### Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new English name and Chinese secondary name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new English name and Chinese secondary name of the Company.



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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM to be held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 22 August 2014 at 10:00 a.m. is set out on pages 15 to 19 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors, the proposed Increase in Authorised Share Capital and special resolution will be proposed at the AGM to approve the Proposed Change of Company Name.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The Directors consider (i) the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; (ii) the proposed re-election of Directors; (iii) the proposed Increase in Authorised Share Capital; and (iv) the Proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. The Board confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

### MISCELLANEOUS

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

Yours faithfully  
For and on behalf of the Board of  
**Cheong Ming Investments Limited**  
**Lin Xiaohui**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 635,353,119 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 63,535,311 fully paid Shares, representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution.

## **3. REASONS FOR THE REPURCHASE**

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

## **4. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Bermuda law and the Bye-laws for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2014, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

**5. SHARE PRICES**

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
June	0.370	0.315
July	0.405	0.330
August	0.400	0.330
September	0.420	0.375
October	0.470	0.385
November	0.500	0.400
December	0.500	0.410
<b>2014</b>		
January	1.120	0.460
February	1.370	0.950
March	suspended	suspended
April	1.320	1.040
May	1.430	1.120
June	1.410	0.730
July (up to the Latest Practicable Date)	1.020	0.770

**6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

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

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

<b>Name</b>	<b>Capacity</b>	<b>Number of Shares held</b>	<b>Approximate percentage of shareholding</b>
Manureen Holdings Limited	Beneficial owner	338,670,015 (Note)	53.30%

*Note* Manureen Holdings Limited is a company incorporated in the British Virgin Islands with limited liability, which is owned as to 70% by Lin Xiaohui and as to 30% by Su Jiaohua.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholder in the Shares would be increased to 59.23%.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

## **7. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

**(1)    Lin Xiaohui (“Mr. Lin”)**

Mr. Lin, aged 40, obtained a post-graduate diploma in business administration from the Society of Business Practitioners in December 2013. Since 2005, Mr. Lin has held management positions in a number of private companies which he has shareholding interests, and these companies are mainly engaged in real estates, electronics, logistics and financial investment in Shenzhen. Mr. Lin is a member of the Committee of Shenzhen City of the Chinese People’s Political Consultative Conference and a member of the Committee of Futian District, Shenzhen City of the Chinese People’s Political Consultative Conference. Mr. Lin is the spouse of Madam Su and the brother of Mr. Lin Xiaodong.

The Company has entered into a service contract with Mr. Lin. Mr. Lin has been appointed for a term of two years and renewable automatically for successive terms of one year, subject to rotation, removal, vacation and termination in accordance with the Bye-laws. He is entitled to an annual remuneration of HK\$2,400,000 and discretionary year end bonus, which are subject to review by the Board from time to time with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Lin does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

**(2)    Su Jiaohua (“Madam Su”)**

Madam Su, aged 41, obtained the advanced diploma in business studies from Ashford College of Management & Technology Singapore in September 2012. Since 2005, Madam Su has held management positions in a number of private companies which she has shareholding interests, and these companies are mainly engaged in real estates, electronics, logistics and financial investment in Shenzhen. Madam Su also served as a member of the People’s Congress of Futian District, Shenzhen City since April 2012. Madam Su is the spouse of Mr. Lin.

The Company has entered into a service contract with Madam Su. Madam Su has been appointed for a term of two years and renewable automatically for successive terms of one year, subject to rotation, removal, vacation and termination in accordance with the Bye-laws. Madam Su is entitled to an annual remuneration of HK\$1,200,000 and discretionary year end bonus, which are subject to review by the Board from time to time with reference to her duties and responsibilities with the Company. Save as disclosed above, Madam Su does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

**(3)    Lin Xiaodong (“Mr. Lin Xiaodong”)**

Mr. Lin Xiaodong, aged 31, obtained a Bachelor of Commerce and Administration in Commercial Law and International Business from the Victoria University of Wellington, New Zealand in 2007. He has worked in the Branch Office of Shenzhen Municipal Office of the State Administration of Taxation\* 深圳市國家稅務局直屬分局 from 2007 to 2009. He has undertaken various managerial roles in a company owned by Mr. Lin and Madam Su since 2009 and is currently a deputy general manager. Mr. Lin Xiaodong is the brother of Mr. Lin.

The Company has entered into a letter of appointment with Mr. Lin Xiaodong. Mr. Lin Xiaodong is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. He is entitled to a director's fee of HK\$720,000 per annum and discretionary year end bonus, which are subject to review by the Board from time to time with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Lin Xiaodong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

**(4)    Yu Leung Fai, (“Mr. Yu”)**

Mr. Yu, aged 37, has extensive experience in the corporate services field. Mr. Yu has joined the corporate and PRC services of Fung, Yu & Co. CPA Limited since 2001 and is currently the principal of the division. He holds a Degree of Bachelor of Commerce (Hon.) from the University of Toronto and a Degree of Bachelor of Laws from the University of London, and is a member of the American Institute of Certified Public Accountants, Certified Public Accountants of Australia and the Hong Kong Institute of Certified Public Accountants. Mr. Yu has also been the company secretary of Haichang Holdings Ltd. (stock code: 2255) since March 2014; the joint company secretary and authorized representative of China National Materials Co. Ltd. (stock code: 1893) since May 2009; the company secretary and alternative authorized representative of Beijing Media Corporation Ltd. (stock code: 1000) since March 2010; the company secretary and authorized representative of Yuanda China Holdings Limited (stock code: 2789) since June 2012; the company secretary and authorized representative of Vale S.A. (stock code: 6210 for Common Depositary Receipts and 6230 for Class A Preferred Depositary Receipts) since 2010, all of which are listed companies in Hong Kong.

The Company has entered into a letter of appointment with Mr. Yu. Mr. Yu is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. He is entitled to director's fee of HK\$120,000 per annum, which is subject to review by the Board from time to time with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Yu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

**(5)    Fang Jixin (“Mr. Fang”)**

Mr. Fang, aged 32, holds a Master degree in Civil and Commercial Law from Wuhan University. Mr. Fang was a legal assistant and a solicitor in the Shu Jin Law Firm from 2005 to 2008 and in the compliance and management division of China International Capital Corporation Limited from 2008 to 2012. He has joined Shenzhen City Zhidongli Precise Technology Company Limited\* (深圳市智動力精密技術股份有限公司) since 2012 and is currently the deputy general manager and secretary to the board (董事會秘書).

The Company has entered into a letter of appointment with Mr. Fang. Mr. Fang is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. He is entitled to director's fee of HK\$120,000 per annum, which is subject to review by the Board from time to time with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Fang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

**(6)    Li Jue (“Dr. Li”)**

Dr. Li, aged 38, graduated in Jilin University School of Law, obtained a Bachelor degree in Laws in 1997, a Master degree in Civil and Commercial Law in 2001 and a Doctorate degree in Civil and Commercial Law in 2013. In 2014, Dr. Li joined the post-doctoral research station jointly established by the Center for Assessment and Development of Real Estate, Shenzhen\* (深圳市房地產評估發展中心) and the Harbin Institute of Technology, PRC, and engaged in researches relating to the real estate industry. Dr. Li was employed by the Bank of China (Shenzhen Branch) from 2001 to 2003.

The Company has entered into a letter of appointment with Dr. Li. Dr. Li is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. She is entitled to director’s fee of HK\$120,000 per annum, which is subject to review by the Board from time to time with reference to her duties and responsibilities with the Company. Save as disclosed above, Dr. Li does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Lin and Madam Su owned 70% and 30% of the share capital of Manureen Holdings Limited respectively, which owned 338,670,015 Shares, representing approximately 53.30% of the entire issued share capital of the Company.

There is no information relating to each of Mr. Lin, Madam Su, Mr. Lin Xiaodong, Mr. Yu, Mr. Fang and Dr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter relating to each of Mr. Lin, Madam Su, Mr. Lin Xiaodong, Mr. Yu, Mr. Fang and Dr. Li that needs to be brought to the attention of the Shareholders and the Stock Exchange.

\*        *For identification purpose only*



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## NOTICE OF AGM

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### CHEONG MING INVESTMENTS LIMITED

( 昌明投資有限公司 )

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1196)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Cheong Ming Investments Limited (the “**Company**”) will be held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 22 August 2014 at 10:00 a.m. to transact the following:

#### AS ORDINARY RESOLUTIONS:

1. To receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 March 2014;
2.
  - (a) To re-elect Mr. Lin Xiaohui as executive Director;
  - (b) To re-elect Madam Su Jiaohua as executive Director;
  - (c) To re-elect Mr. Lin Xiaodong as executive Director;
  - (d) To re-elect Mr. Yu Leung Fai as independent non-executive Director;
  - (e) To re-elect Mr. Fang Jixin as independent non-executive Director;
  - (f) To re-elect Dr. Li Jue as independent non-executive Director;
  - (g) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;
4. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the **“Companies Act”**) or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF AGM

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6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

7. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$80,000,000 to HK\$2,000,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.10 each by the creation of an additional 19,200,000,000 ordinary share(s) of HK\$0.10 each in the share capital of the Company (the “**Increase in Authorised Share Capital**”); and
- (b) any Director be and is hereby authorised to do all such acts and things, including but without limitation to the execution of all such documents under seal where applicable, as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Increase in Authorised Share Capital.”

### AS SPECIAL RESOLUTION:

8. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Cheong Ming Investments Limited” to “Realord Group Holdings Limited” and “偉祿集團控股有限公司” be adopted as the Chinese secondary name of the Company (the “**Proposed Change of Company Name**”) with effect from the date of entry of the new English name and Chinese secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda, and any one Director be and is hereby authorised to do all such acts, deeds and things and execute all such documents he/she considers necessary or expedient in connection with the implementation of or giving effect to the Proposed Change of Company Name.”

Yours faithfully

For and on behalf of the board of directors of  
**Cheong Ming Investments Limited**  
**Lin Xiaohui**  
*Chairman*

Hong Kong, 23 July 2014

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## NOTICE OF AGM

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*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

Unit 1102, 11th Floor  
Nexus Building  
41 Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. For the purpose of determining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 20 August 2014 to Friday, 22 August 2014 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 19 August 2014.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated Wednesday, 23 July 2014.