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

If you have sold or transferred all your shares in Realord Group Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF MANUREEN GROUP HOLDINGS LIMITED

**Independent Financial Adviser to the
Independent Board Committee and Independent Shareholders**



Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “Definitions” in this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on page 17 of this circular. A letter from New Spring Capital, the independent financial adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 18 to 35 of this circular.

A notice convening the SGM to be held at 11:30 a.m. on Thursday, 5 November 2015 at Capital Conference Services Limited at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong is set out on pages SGM-1 to SGM-2 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, 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 holding of the SGM or any adjournment thereof (as the case may be) or the poll concerned. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) or the poll concerned should you so wish.

16 October 2015

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DEFINITIONS

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

“Acquisition”	the proposed acquisition by the Purchaser of the Sale Shares and the Sale Loan from the Vendors pursuant to the terms and conditions of the Agreement
“Agreement”	the sale and purchase agreement dated 12 September 2015 and entered into between the Purchaser and the Vendors in relation to the Acquisition
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Realord Group Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1196)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Agreement
“Completion Date”	the third Business Day after the conditions precedent in the Agreement are fulfilled or waived (as the case may be) or such other date as the parties to the Agreement shall agree
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Enlarged Group”	the Group and the Target Group
“First Finance Lease Agreement”	the finance lease agreement dated 18 May 2015 entered into between Qianhai Meilin and SZ Xiapu in respect of the lease of some elevators from Qianhai Meilin to SZ Xiapu
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue, established to advise the Independent Shareholders in respect of the terms of the Agreement and the transactions contemplated thereunder
“Independent Shareholder(s)”	Shareholder(s) other than the Vendors and their respective associates and all other Shareholders who are interested in the Agreement and the transactions contemplated thereunder
“Latest Practicable Date”	14 October 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 December 2015, or such later date as the Vendors and the Purchaser may agree in writing
“Madam Su”	Madam Su Jiaohua, an executive Director and the spouse of Mr. Lin
“MHL”	Manureen Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and the controlling Shareholder
“Mr. Lin”	Mr. Lin Xiaohui, an executive Director and the Chairman of the Company, the spouse of Madam Su
“New Spring Capital”	New Spring Capital Limited, a licensed corporation permitted to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition
“PRC”	the People’s Republic of China which, for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“PRC Properties”	the properties located at units 309, 311 and 313, Huayangnian Funian Square, Futian Free Trade Zone, Shenzhen, the PRC
“Purchaser”	Realord Manureen Financial Group Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company

DEFINITIONS

“Qianhai Meilin”	前海美林融資租賃(深圳)有限公司 (Qianhai Meilin Finance Leases (Shenzhen) Company Limited*), a company established in the PRC with limited liability and a member of the Target Group
“Realord Commerce”	深圳市偉祿商業控股有限公司 (Shenzhen Realord Commerce Holding Limited*), a company established in the PRC with limited liability and a member of the Target Group
“Realord Technology”	深圳市偉祿科技控股有限公司 (Shenzhen Realord Technology Holding Limited*), a company established in the PRC with limited liability
“Sale Loan”	the shareholder’s loan owing by the Target Group to the Vendors at Completion and all obligations, liabilities and debts owing or incurred by the Target Group to the Vendors on Completion whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on Completion.
“Sale Shares”	10,000 shares in the Target, representing the entire issued share capital of the Target
“Second Finance Lease Agreement”	the finance lease agreement dated 17 August 2015 entered into between Qianhai Meilin and SZ Xiapu in respect of the lease of some elevators from Qianhai Meilin to SZ Xiapu
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held for the Independent Shareholders to consider and, if thought fit, approve, among other things, the Agreement and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SZ Xiapu”	深圳市夏浦光電技術有限公司 (Shenzhen Xiapu Photoelectricity Technology Co., Ltd*), a company established in the PRC with limited liability

DEFINITIONS

“Target”	Manureen Group Holdings Limited, a company incorporated in Hong Kong with limited liability
“Target Group”	the Target and its subsidiaries from time to time
“Target Group Property Reorganisation”	the reorganisation of the ownership of the PRC Properties prior to Completion, pursuant to which Realord Commerce will acquire the PRC Properties from Realord Technology, in such form as agreed between the Purchaser and the Vendors
“Vendors”	Mr. Lin and Madam Su
“HK\$”	Hong Kong dollar(s), the lawful currency for the time being of Hong Kong
“RMB”	Renminbi, the lawful currency for the time being of the PRC
“%”	per cent.

Unless the context requires otherwise, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.215. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted or exchanged into HK\$ at such rate or at all.

** The English translation of certain Chinese names or words in this circular are included for reference purpose only and should not be regarded as the official English translation of such Chinese names or words.*

LETTER FROM THE BOARD



偉祿集團控股有限公司
REALORD GROUP HOLDINGS LIMITED

(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:*

Suites 2403-2410
24/F, Jardine House
1 Connaught Place
Central, Hong Kong

16 October 2015

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO
THE PROPOSED ACQUISITION OF
THE ENTIRE ISSUED SHARE CAPITAL OF
MANUREEN GROUP HOLDINGS LIMITED**

INTRODUCTION

Reference is made to the announcement of the Company dated 13 September 2015 in relation to, among other things, the Acquisition. On 12 September 2015, the Purchaser (a wholly-owned subsidiary of the Company) and the Vendors entered into the Agreement, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell, the Sale Shares and the Sale Loan at a cash consideration of HK\$48,000,000. The Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. The Vendors are Mr. Lin and Madam Su, both of whom are executive Directors. They also own 70% and 30% respectively of MHL, the controlling Shareholder. By reason of this, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to, among other things, Independent Shareholders' approval requirements at the SGM by way of a poll.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) details of the Acquisition; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Acquisition; (iii) a letter of advice from New Spring Capital, the independent financial adviser, to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition; (iv) the valuation report of the PRC Properties; (v) the notice convening the SGM at which an ordinary resolution will be proposed to consider and, if thought fit, approve the Agreement and the transactions contemplated thereunder.

THE AGREEMENT

Date

12 September 2015

Parties

- (i) Realord Manureen Financial Group Limited, a wholly-owned subsidiary of the Company, as the Purchaser;
- (ii) Mr. Lin, as a vendor; and
- (iii) Madam Su, as the other vendor.

As at the date of the Agreement, Mr. Lin and Madam Su are executive Directors and the ultimate joint beneficial owners (on the basis of 70:30) of MHL, the controlling Shareholder. As such, the Vendors are connected persons of the Company under the Listing Rules.

Assets to be acquired

Pursuant to the Agreement, the Purchaser has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell, the Sale Shares and the Sale Loan. The Sale Shares, representing the entire issued share capital of the Target, will be sold free from all encumbrances together with all rights to any dividend or other distribution declared, made or paid after the date of the Agreement, The Sale Loan, representing the shareholder's loan owing by the Target Group to the Vendors at Completion, will be sold free from all encumbrances together with all rights attaching thereto as at the Completion Date.

The Purchaser shall not be obliged to purchase any of the Sale Shares and the Sale Loan unless the sale and purchase of the Sale Shares and the Sale Loan are completed simultaneously.

LETTER FROM THE BOARD

Consideration

The consideration for the Acquisition is HK\$48,000,000, which shall be satisfied by the Purchaser to the Vendors in the following manner:

- (i) a refundable deposit of HK\$17,000,000 payable by the Purchaser to the Vendors in cash on the fifth Business Day after the signing of the Agreement; and
- (ii) the balance of HK\$31,000,000 payable by the Purchaser to the Vendors in cash upon Completion.

As at the Latest Practicable Date, the refundable deposit of HK\$17,000,000 has been paid by the Purchaser to the Vendors in cash pursuant to the Agreement as deposit and partial payment of consideration. The consideration for the Acquisition has been arrived at after arm's length negotiations between the Purchaser and the Vendors having taken into account (i) the unaudited consolidated net liabilities of the Target Group (which has not consolidated the financial information of Realord Commerce) in the amount of approximately HK\$20,000 as at 31 July 2015; (ii) the unaudited net liabilities of Realord Commerce in the amount of RMB12,000 (equivalent to approximately HK\$14,580) as at 31 July 2015; (iii) the preliminary valuation of the PRC Properties of RMB57,600,000 (equivalent to approximately HK\$69,984,000) as at 13 August 2015 carried out by an independent valuer; (iv) the face value of Sale Loan, which amounted to HK\$11,847,005 as at the date of the Agreement; (v) the amount of RMB30,492,504 (equivalent to approximately HK\$37.0 million) which will be owed by Realord Commerce to Realord Technology (a company jointly owned by the Vendors) upon completion of the Target Group Property Reorganisation (the “**PRC Payment**”) (further details of which are set out in the paragraph headed “Business of the Target Group” under the section headed “Information of the Target Group” below); and (vi) the business prospects of Qianhai Meilin in the finance leasing industry. As at the Latest Practicable Date, the Sale Loan amounted to HK\$11,847,005.

For illustrative purpose only, as the PRC Properties and the PRC Payment were recorded in the financial statements of the Target Group subsequent to 31 July 2015, in determining the consideration for the Acquisition, apart from considering the financial position of the Target Group (which has not consolidated the financial information of Realord Commerce) and Realord Commerce as at 31 July 2015 and the face value of the Sale Loan, the Purchaser has also taken into account the financial effects on the Target Group arising from the PRC Properties of approximately HK\$70.0 million (increase in assets) and the PRC Payment of approximately HK\$37.0 million (increase in liabilities), representing an increase in net assets of approximately HK\$33.0 million. Based on (i) the financial position of the Target Group (which has not consolidated the financial information of Realord Commerce) and Realord Commerce as at 31 July 2015; (ii) the face value of the Sale Loan of approximately HK\$11.8 million; and (iii) the financial effect of approximately HK\$33.0 million arising from the PRC Properties and the PRC Payment, the value of the Target Group amounted to approximately HK\$44.8 million. The Purchaser has also considered the pre-establishment time and cost incurred for the application of the finance leasing business license in Qianhai and the total interest payment from SZ Xiapu to the Target Group of approximately HK\$3.23 million under the First Finance Lease Agreement and the Second Finance Lease Agreement (details of which are disclosed in the subparagraph headed “Qianhai Meilin” under the section headed “Information of the Target Group” below). Apart from the above, as disclosed in the section headed “Reasons for the Acquisition” below, the Directors are optimistic about the financial leasing industry in the PRC taking into account the PRC government's supportive policy towards the financial leasing industry, particularly in the Qianhai Bay Bonded Area.

In addition to the payment of the consideration for the Acquisition, it is a term of the Agreement that the Purchaser shall procure the Target Group to repay the PRC Payment to Realord Technology within 40 Business Days after Completion. The consideration for the Acquisition and the PRC Payment will be funded by internal resources of the Group. The Vendors undertake to the Purchaser in the Agreement that the Vendors shall bear joint and several liabilities in respect of the performance of obligations by the Vendors under the Agreement.

LETTER FROM THE BOARD

Conditions precedent

Completion is conditional upon the satisfaction or waiver (as the case may be) of the following conditions:

- (i) the Vendors having obtained all necessary consents and approvals in respect of the Agreement and the transactions contemplated thereunder;
- (ii) the Purchaser having obtained all necessary consents and approvals in respect of the Agreement and the transactions contemplated thereunder;
- (iii) the warranties given by the Vendors under the Agreement remaining true and accurate and not misleading, and there being no situation, facts or circumstances which constitute or may constitute any breach of warranties under the Agreement;
- (iv) the passing of the necessary resolution(s) by the Independent Shareholders at the SGM to be convened and held for approving the Agreement and the transactions contemplated thereunder;
- (v) the Purchaser having obtained a PRC legal opinion in respect of the transactions contemplated under the Agreement (including but not limited to the registration of the transfer of PRC Properties under condition (vii) below) issued by a firm of PRC lawyers appointed by the Purchaser, in such form and substance reasonably satisfactory to the Purchaser;
- (vi) the completion of the Target Group Property Reorganisation;
- (vii) the completion of the registration of the transfer of the PRC Properties in accordance with the terms of the sale and purchase agreement of the PRC Properties and Realord Commerce having been registered as the holder of the PRC Properties;
- (viii) the Purchaser having obtained a valuation report issued by a firm of independent professional valuers appointed by the Purchaser showing the valuation of the PRC Properties to be not less than RMB57,600,000, in such form and substance reasonably satisfactory to the Purchaser; and
- (ix) the Purchaser being satisfied with the results of the due diligence review on the assets, liabilities, operations and affairs of the Target Group to be carried out by the Company.

The Vendors shall use its best endeavours to procure the fulfilment of the conditions (i), (iii), (vi) and (vii) above. The Purchaser shall use its best endeavours to procure the fulfilment of the conditions (ii), (iv), (v), (viii) and (ix) above by the Long Stop Date and may in its absolute discretion at any time waive the conditions set out in (iii) and (ix) by notice in writing to the Vendors. Neither the Purchaser nor the Vendors may waive any of the conditions (i), (ii), (iv), (v), (vi), (vii) and (viii) above. If any of the above conditions have not been fulfilled or waived by the Purchaser (as the case may be) on or before the Long Stop Date, the Agreement shall cease and determine and neither party to the Agreement shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the Agreement.

LETTER FROM THE BOARD

For illustrative purpose only, the consents and approvals referred to under conditions (i) and (ii) above include the board resolutions of the Purchaser approving the Agreement and the transactions contemplated thereunder, the Independent Shareholders' approval and the necessary PRC regulatory approvals for the registration of the transfer of the PRC Properties and the Target Group Property Reorganisation. As at the Latest Practicable Date, the Purchaser did not waive any of the above conditions and save for conditions (vi), (vii) and (viii), none of the above conditions had been fulfilled.

Completion

Completion shall take place on the third Business Day following the due fulfilment (or waiver if applicable) of the conditions precedent or such other date as the parties to the Agreement shall agree.

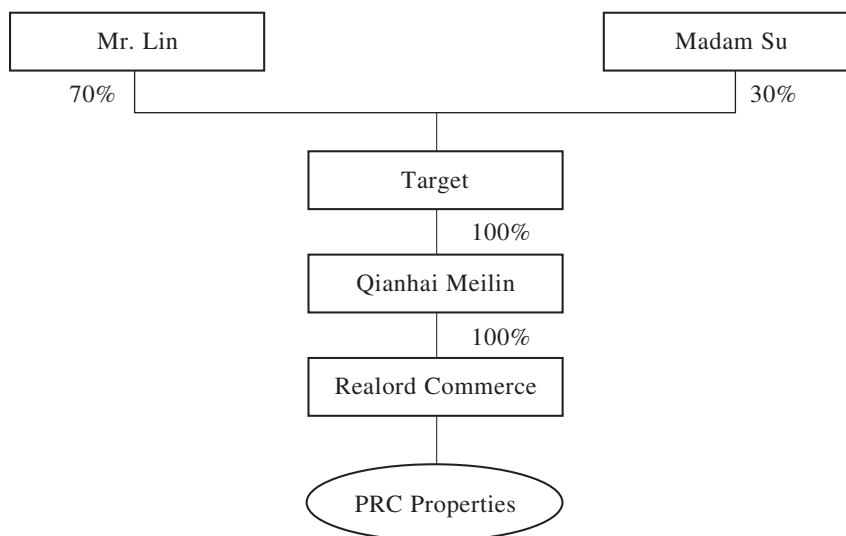
Upon Completion, the Target Group will become wholly-owned subsidiaries of the Company and the financial statements of the Target Group will be consolidated into the financial statements of the Group.

INFORMATION OF THE TARGET GROUP

Set out below are the group structure of the Target Group, the business of the Target Group and the financial information on the Target Group:

Group structure of the Target Group

The simplified charts below show in summary the group structure of the Target Group as at the Latest Practicable Date:



LETTER FROM THE BOARD

The simplified charts below show in summary the group structure of the Target Group immediately after Completion:



Business of the Target Group

The Target was incorporated in Hong Kong with limited liability on 8 October 2010 and is an investment holding company, which is owned as to 70% by Mr. Lin and as to 30% by Madam Su. The Target has not carried out any business since its incorporation save for the investment in Qianhai Meilin in 2014.

Qianhai Meilin

Qianhai Meilin was established in the PRC with limited liability on 20 March 2014, principally engaged in finance lease and operating lease; acquisitions, disposals and maintenance of leased assets; guarantees and consultancy services for transactions involving leased assets; and consultancy services for project investment and asset management. Qianhai Meilin has commenced its business operation in May 2015. As a start up of its business, in May 2015 and August 2015 respectively, Qianhai Meilin has entered into the finance lease agreements with SZ Xiapu (a company jointly owned by the Vendors), details of which are set out below. Going forward, Qianhai Meilin will develop the finance leasing business in accordance with its business plan to focus on other customers.

On 18 May 2015, Qianhai Meilin and SZ Xiapu entered into the First Finance Lease Agreement, pursuant to which Qianhai Meilin has agreed to purchase some elevators from SZ Xiapu at a consideration of RMB3,418,000 (equivalent to approximately HK\$4.15 million) and to lease back those elevators to SZ Xiapu for a term of 5 years with a total lease payments (including interest payments of approximately RMB1.50 million, which are equivalent to approximately HK\$1.82 million) of RMB4,919,329 (equivalent to approximately HK\$5.98 million) repayable in 20 quarterly instalments. On 17 August 2015, Qianhai Meilin and SZ Xiapu entered into the Second Finance Lease Agreement, pursuant to which Qianhai Meilin has agreed to purchase some elevators from SZ Xiapu at a consideration of RMB2,651,300 (equivalent to approximately HK\$3.22 million) and to lease back those elevators to SZ Xiapu for a term of 5 years with a total lease payments (including interest payments of approximately RMB1.16 million, which are equivalent to approximately HK\$1.41 million) of RMB3,815,862 (equivalent to approximately HK\$4.64 million) repayable in 20 quarterly instalments.

LETTER FROM THE BOARD

The principal terms of the First Finance Lease Agreement and the Second Finance Lease Agreement are set out below:

(i) First Finance Lease Agreement

Lease period

5 years from the date on which the settlement of the consideration for the elevators is made pursuant to the First Finance Lease Agreement.

Lease payments

The aggregate lease payments payable by SZ Xiapu to Qianhai Meilin over the lease period is RMB4,919,329 (equivalent to approximately HK\$5.98 million) (including interest payments of approximately RMB1.50 million, which are equivalent to approximately HK\$1.82 million) repayable in 20 quarterly instalments at an interest rate of 15% per annum. The lease payments were determined after arm's length negotiations between Qianhai Meilin and SZ Xiapu with reference to, among other things, the consideration of the First Finance Lease Agreement and the prevailing market rate.

Ownership

During the lease period, the ownership of the elevators vests in Qianhai Meilin. Subject to SZ Xiapu having duly and fully performed all its obligations under the First Finance Lease Agreement, Qianhai Meilin will transfer the ownership of the elevators to SZ Xiapu at nil consideration upon the expiry of the First Finance Lease Agreement.

(ii) Second Finance Lease Agreement

Lease period

5 years from the date on which the settlement of the consideration for the elevators is made pursuant to the Second Finance Lease Agreement.

Lease payments

The aggregate lease payments payable by SZ Xiapu to Qianhai Meilin over the lease period is RMB3,815,862 (equivalent to approximately HK\$4.64 million) (including interest payments of approximately RMB1.16 million, which are equivalent to approximately HK\$1.41 million) repayable in 20 quarterly instalments at an interest rate of 15% per annum. The lease payments were determined after arm's length negotiations between Qianhai Meilin and SZ Xiapu with reference to, among other things, the consideration of the Second Finance Lease Agreement and the prevailing market rate.

Ownership

During the lease period, the ownership of the elevators vests in Qianhai Meilin. Subject to SZ Xiapu having duly and fully performed all its obligations under the Second Finance Lease Agreement, Qianhai Meilin will transfer the ownership of the elevators to SZ Xiapu at nil consideration upon the expiry of the Second Finance Lease Agreement.

LETTER FROM THE BOARD

Realord Commerce

Realord Commerce was established in the PRC with limited liability on 4 July 2013. On 17 August 2015, the entire equity interests in Realord Commerce was acquired by Qianhai Meilin from 深圳市偉祿集團控股有限公司 (Shenzhen Realord Group Holding Limited*) and 深圳市前海偉祿資產管理有限公司 (Shenzhen Qianhai Realord Asset Management Limited*), both of which are wholly-owned by the Vendors indirectly. Realord Commerce has not carried out any business since its establishment save for the acquisition of the PRC Properties. The PRC Properties are offices located at units 309, 311 and 313, Huayangnian Funian Square, Futian Free Trade Zone, Shenzhen, the PRC, with a construction area of approximately 148.89 square metres, 154.72 square metres and 503.07 square metres respectively. On 28 August 2015, Realord Commerce entered into an agreement with Realord Technology, pursuant to which Realord Commerce agreed to acquire and Realord Technology agreed to sell the PRC Properties at a consideration of RMB30,492,504 (equivalent to approximately HK\$37.0 million). As at the Latest Practicable Date, Realord Commerce obtained all the certificate and documents for the acquisition of the PRC Properties and the transfer of the PRC Properties was completed. As Realord Commerce has not yet settled the consideration for the transfer of the PRC Properties, Realord Commerce owed Realord Technology an amount of RMB30,492,504 (equivalent to approximately HK\$37.0 million). Based on the valuation report on the PRC Properties as set out in Appendix I to this circular prepared by B.I. Appraisals Limited, an independent valuer, the market value of the PRC Properties as at 30 September 2015 was estimated to be RMB57,600,000 (equivalent to approximately HK\$69,984,000). As advised by the Vendors, given that the transfer of the PRC Properties from Realord Technology to Realord Commerce was a transaction between the wholly-owned companies of the Vendors, the consideration for such transfer did not take into account the market value of the PRC Properties at the material time. The difference between the market value of approximately HK\$70.0 million as at 30 September 2015 and the consideration for the transfer of the PRC Properties from Realord Technology to Realord Commerce of approximately HK\$37.0 million (which was not determined based on a market value) did not represent that there was a significant change in the market value of the PRC Properties within a short period of time. As the consideration for the transfer of the PRC Properties from Realord Technology to Realord Commerce does not reflect a market value of the PRC Properties, the Vendors did not consider to sell the PRC Properties directly from Realord Technology to the Company at the consideration of approximately HK\$37.0 million.

Financial information of the Target Group

Target

Prior to the establishment of Qianhai Meilin by the Target in 2014, the Target has not carried out any business since its incorporation. The financial statements of Qianhai Meilin and Realord Commerce have been consolidated into the financial statements of the Target since 20 March 2014 and since 17 August 2015 respectively. Set out below are the financial information of the Target as extracted from its audited financial statements for the year ended 31 December 2013, its audited consolidated financial statements for the year ended 31 December 2014 and the unaudited consolidated management accounts of the Target for the period from 1 January 2015 to 31 July 2015, which were prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the year ended 31 December 2013 HK\$	For the year ended 31 December 2014 HK\$ (consolidated)	For the period from 1 January 2015 to 31 July 2015 HK\$ (consolidated)
Net (loss)/profit before and after taxation	(31,930)	(46,723)	238,107

LETTER FROM THE BOARD

As at 31 July 2015, the unaudited consolidated net liabilities of the Target amounted to approximately HK\$20,000. For the avoidance of doubt, given that the financial statements of Realord Commerce have been consolidated into the financial statements of the Target since 17 August 2015, the above financial information of the Target, which was prepared up to 31 July 2015, has not consolidated the financial information of Realord Commerce.

Realord Commerce

Realord Commerce has not carried out any business since its establishment save for the acquisition of the PRC Properties in August 2015. Set out below are the financial information of Realord Commerce as extracted from its unaudited financial statements for the years ended 31 December 2013 and 2014 and the unaudited management accounts of Realord Commerce for the period from 1 January 2015 to 31 July 2015:

	For the year ended 31 December 2013		For the year ended 31 December 2014		For the period from 1 January 2015 to 31 July 2015	
	HK\$	RMB	HK\$	RMB	HK\$	RMB
Net loss before and after taxation	58	48	13,988	11,513	738	607

As at 31 July 2015, the unaudited net liabilities of Realord Commerce amounted to approximately RMB12,000 (equivalent to approximately HK\$14,580).

REASONS FOR THE ACQUISITION

The Group is principally engaged in (i) commercial printing; (ii) manufacture and sale of hangtags, labels, shirt paper boards and plastic bags; (iii) sale and distribution of motor vehicle parts; (iv) provision of securities broking services; and (v) trading of electronic products and computer components.

As disclosed in the interim report of the Company for the six months ended 30 June 2015, the Directors would keep on exploring all potential opportunities to develop the businesses of the Group for the purpose of sustaining long term growth. The Directors are of the view that the Acquisition can diversify the business of the Group with the objective of broadening its sources of income.

On 23 January 2014, the Financial Industry Development and Service Office of Shenzhen Municipal People's Government (深圳市人民政府金融發展辦公室) and the Economy, Trade and Information Commission of Shenzhen Municipality (深圳市經濟貿易和信息化委員會) issued the Opinions on Promoting the Development of Financial Leasing Business in the Qianhai Bay Bonded Area* (關於推進前海灣保稅港區開展融資租賃業務的試點意見) (the "**Opinions**"). The Opinions focus on three major areas including market access, customs policy and cross-border financing, which could help in the development of the finance leasing industry in the Qianhai Bay Bonded Area. According to the Opinions, financial leasing companies which are registered in the Qianhai Bay Bonded Area have

LETTER FROM THE BOARD

preferential tax treatments and trade arrangements to facilitate its development and these financial leasing companies are encouraged to expand their financing channels through the introduction of cross-border RMB funds from financial institutions with RMB business in Hong Kong. The Directors are optimistic about the financial leasing industry in the PRC taking into account the PRC government's supportive policy towards the financial leasing industry, particularly in the Qianhai Bay Bonded Area. The financial leasing business of Qianhai Meilin will diversify the businesses of the Group in addition to its existing principal activities. Ms. Liu Zi Xia ("**Ms. Liu**"), an Assistant General Manager of a Group's subsidiary in the PRC, will help to run the financial leasing business. Prior to joining the Group in February 2015, Ms. Liu has worked at managerial position in various banks in the PRC since 1988. She has extensive experience on credit approval, risks management and bank loan arrangement in the PRC. The Directors believe that Ms. Liu is capable to run the financial leasing business at this stage based on her experience and qualification and the Company would hire additional expertise from time to time to cope with the business development.

Realord Technology acquired the PRC Properties from an independent third party at approximately RMB26.6 million (equivalent to approximately HK\$32.3 million) in June 2012. Upon Completion, the Group will hold the PRC Properties and it is intended to use the PRC Properties as offices for the subsidiaries of the Company for their business operation in the PRC. The PRC Properties are located in the developed area of Futian Free Trade Zone. The local district government of the Futian Free Trade Zone announced in 2015 its intention to develop the Futian Free Trade Zone as a consumption centre for Hong Kong goods. It has also set up funding to encourage emerging industries and shown its supports to the development of e-commerce business. In view of the government's plan to flourish the development of the Futian Free Trade Zone, the Directors believe that the PRC Properties would have sustainable capital value gain in the long run. The consideration of the Acquisition has taken into account, among other things, the preliminary valuation of the PRC Properties of RMB57,600,000 (equivalent to approximately HK\$69,984,000) as at 13 August 2015 carried out by an independent valuer, who has adopted a direct comparison method with reference to comparable sales evidence as available from the relevant market. In view of the value of the PRC Properties which is comparable to the market price and the negotiation process with other potential vendors who hold other similar properties will be lengthy, the Directors consider that it is in the interests of the Company and the Shareholders to acquire the PRC Properties through the Acquisition.

In view of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Agreement are fair and reasonable and are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the relevant applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Acquisition exceeds 5% but less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. The Vendors are Mr. Lin and Madam Su, both of whom are executive Directors. They also own 70% and 30% respectively of MHL, the controlling Shareholder. By reason of this, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to, among other things, Independent Shareholders' approval requirements at the SGM by way of a poll.

LETTER FROM THE BOARD

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue, has been established to advise the Independent Shareholders in respect of the terms of the Agreement and the transactions contemplated thereunder. New Spring Capital has been appointed by the Company with the approval of the Independent Board Committee as an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The voting in respect of the Acquisition at the SGM will be conducted by way of a poll. The Vendors and their respective associates are required to abstain from voting in respect of the resolution approving the Agreement and the transactions contemplated thereunder at the SGM. As at the Latest Practicable Date, the Vendors, through MHL, held 783,337,518 Shares, representing approximately 67.91% of the issued share capital of the Company. Save for the aforesaid and to the best knowledge of the Company, no other Shareholder has material interest in the Acquisition and therefore no other Shareholder is required to abstain from voting on the proposed resolution approving the Agreement and the transactions contemplated thereunder at the SGM.

As Mr. Lin, Madam Su and Mr. Lin Xiaodong (brother of Mr. Lin) are considered to have a material interest in the transactions contemplated under the Agreement, they have abstained from voting on the Board resolution for approving the Agreement and the transactions contemplated thereunder.

SGM

The SGM will be held at 11:30 a.m. on Thursday, 5 November 2015 at Capital Conference Services Limited at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong to consider and, if thought fit, approve the Agreement and the transactions contemplated thereunder.

The notice of the SGM is set out on pages SGM-1 to SGM-2 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, 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 holding of the SGM or any adjournment thereof (as the case may be) or the poll concerned. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) or the poll concerned should you so wish.

RECOMMENDATION

The Directors (including the independent non-executive Directors whose recommendation is set out in the letter from the Independent Board Committee) consider that the Acquisition is on normal commercial terms but is not in the ordinary and usual course of business of the Group, the terms of the Agreement are fair and reasonable so far as the Independent Shareholders are concerned, and the entering into of the Agreement is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Agreement and the transactions contemplated thereunder.

LETTER FROM THE BOARD

Your attention is drawn to the letter from the Independent Board Committee as set out on page 17 of this circular which contains its recommendation to the Independent Shareholders in relation to the Acquisition and the transactions contemplated thereunder after taking into account the advice from New Spring Capital, and the letter from New Spring Capital as set out on pages 18 to 35 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders regarding the terms of the Agreement and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Realord Group Holdings Limited
Lin Xiaohui
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter of recommendation from the Independent Board Committee to the Independent Shareholders prepared for the purpose of inclusion in this circular.



**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO
THE PROPOSED ACQUISITION OF
THE ENTIRE ISSUED SHARE CAPITAL OF
MANUREEN GROUP HOLDINGS LIMITED**

16 October 2015

To the Independent Shareholders

Dear Sir or Madam,

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders as to whether the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable insofar as the Independent Shareholders are concerned and whether the Acquisition is in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote. New Spring Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this respect. Details of the Agreement have been set out in the letter from the Board contained in the circular of the Company to the Shareholders dated 16 October 2015 (the “Circular”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

RECOMMENDATION

Having considered the terms of the Agreement and the advice and recommendation of New Spring Capital, the independent financial adviser, in relation to the Acquisition as set out on pages 18 to 35 of the Circular, we are of the opinion that, though the Acquisition is not in the ordinary and usual course of business of the Group, the Acquisition is on normal commercial terms and the terms of the Agreement are fair and reasonable so far as the Independent Shareholders are concerned. Furthermore, the entering into of the Agreement is in the interests of the Company and the Shareholders as a whole. We therefore recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Agreement and the transactions contemplated thereunder.

Yours faithfully
For and on behalf of
Independent Board Committee

Mr. Yu Leung Fai
*Independent
non-executive Director*

Mr. Fang Jixin
*Independent
non-executive Director*

Dr. Li Jue
*Independent
non-executive Director*

LETTER FROM NEW SPRING CAPITAL

The following is the text of the letter of advice from New Spring Capital Limited, the independent financial adviser, to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, which has been prepared for the purpose of inclusion in this circular.



NEW SPRING
CAPITAL LIMITED

Unit 2108, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

16 October 2015

*To: the Independent Board Committee and the Independent Shareholders of
Realord Group Holdings Limited*

Dear Sirs,

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF MANUREEN GROUP HOLDINGS LIMITED

INTRODUCTION

We refer to our engagement as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company dated 16 October 2015 (the “**Circular**”) to the Shareholders, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

Reference is made to the announcement of the Company dated 13 September 2015 in relation to, among other things, the Acquisition. On 12 September 2015, the Purchaser, being an indirect wholly-owned subsidiary of the Company, and the Vendors, being the connected persons of the Company, entered into the Agreement pursuant to which the Purchaser has conditionally agreed to purchase and the Vendors have conditionally agreed to sell the Sale Share, representing the entire issued share capital of the Target, and the Sale Loan, represents the shareholder’s loan owing by the Target Group, at a cash consideration of HK\$48,000,000 (the “**Consideration**”). Upon Completion, the Target will become an indirect wholly-owned subsidiary of the Company. The Purchaser has further agreed under the Agreement that it will procure the Target Group to repay approximately RMB30,492,504 (equivalent to approximately HK\$37.0 million) (the “**PRC Payment**”) to Realord Technology (a company jointly owned by the Vendors) within 40 Business Days after the Completion Date.

LETTER FROM NEW SPRING CAPITAL

As one or more of the relevant applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Acquisition exceeds 5% but less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. In addition, the Vendors are Mr. Lin and Madam Su, both of whom are executive Directors and also own 70% and 30% respectively of MHL, the controlling Shareholder. Therefore they are regarded as connected persons of the Company under the Listing Rules. The Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, and accordingly, is subject to the reporting, announcement and the Independent Shareholders' approval requirements. As at the Latest Practicable Date, the Vendors, through MHL, held 783,337,518 Shares, representing approximately 67.91% of the issued share capital of the Company. As the Vendors have material interest in the Acquisition, the Vendors and their respective associates are required to abstain from voting in respect of the resolution(s) approving the Agreement and the transactions contemplated thereunder at the SGM.

The Independent Board Committee, comprising Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue, being all the independent non-executive Directors, has been established to advise the Independent Shareholders as to (i) the fairness and reasonableness of the Acquisition and the transactions contemplated thereunder; and (ii) how to vote at the SGM, after taking into account the factors and reasons considered by the independent financial adviser and its conclusion and advice.

In this connection, we, New Spring Capital, have been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition. We do not, by this letter, warrant the merits of the Acquisition and the transactions contemplated under the Acquisition Agreement, other than to form an opinion, for the purpose of the Listing Rules. We are not associated with the Purchaser, the Vendors, and any of their respective associates who are interested or involved in the Acquisition, and accordingly, are considered eligible to give independent advice in respect of the Acquisition. Apart from normal professional fees payable to us for this appointment, no arrangement exists whereby we will receive any fees or benefits from any party abovementioned.

BASIS OF OUR OPINION

In formulating our opinions and recommendations to the Independent Board Committee and the Independent Shareholders, we have relied on the accuracy of the information, opinions and representations contained or referred to in the Circular (or otherwise provided to us by the Directors and the management of the Company (the "**Management**")), and have assumed that all information, opinions and representations contained or referred to in the Circular (or otherwise provided to us by the Directors and the Management) were true, accurate and complete in all respects at the time when they were made and up to the date of this letter. We have also assumed that all statements of belief, opinions and intention made by the Directors in the Circular (or otherwise provided to us by the Directors and the Management) are reasonably made after due enquiry. We have no reason to doubt that any relevant information has been withheld or omitted, nor are we aware of any fact or circumstance which would render the information provided and representations and opinions made to us untrue, inaccurate or misleading.

LETTER FROM NEW SPRING CAPITAL

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular (or otherwise provided to us by the Directors and the Management) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular (or otherwise provided to us by the Directors and the Management) have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading. We consider that we have received sufficient information to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular to provide a reasonable basis for our opinions and recommendations. We consider that we have performed all the necessary steps as required under Rule 13.80 of the Listing Rules to enable us to reach an informed view and to justify our reliance on the information provided and representations made to us so as to form a reasonable basis for our opinions including, among other things:

- (a) reviewed the announcement of the Company in relation to the Acquisition, the Letter from the Board, the annual report of the Company for the nine months ended 31 December 2014 (“**2014 Annual Report**”) and the interim report for the six months ended 30 June 2015 (“**2015 Interim Report**”);
- (b) reviewed the Agreement and other relevant information, documents and/or agreements in relation to the Acquisition;
- (c) conducted market research to analyse the terms of the Acquisition;
- (d) discussed with the Directors and the Management regarding, among other things, the background, reasons for and benefits of the Acquisition, the basis of the major terms of the Agreement and so forth; and
- (e) reviewed the valuation report of the PRC Properties (the “**Valuation Report**”) issued by B.I. Appraisals Limited, an independent valuer (the “**Independent Valuer**”) and the methodology and assumptions of the valuation of the PRC Properties.

We have not, however, for the purpose of this exercise, conducted any independent detailed verification or audit into the PRC Properties, businesses or future prospects of the Company, the Target, or their respective subsidiaries or associates, nor have we investigated the legal title or any liabilities against the subject matters relating to the Acquisition. Our opinion was necessarily based on financial, economic, market and other conditions in effect, and the information made available to us as at the Latest Practicable Date.

LETTER FROM NEW SPRING CAPITAL

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinions and recommendations to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, we have considered the following principal factors and reasons:

I. Background and financial information of the Group

The Group is principally engaged in (i) commercial printing; (ii) manufacture and sale of hangtags, labels, shirt paper boards and plastic bags; (iii) sale and distribution of motor vehicle parts; (iv) provision of securities brokerage services and margin financing; and (v) trading of electronic products and computer components. The Group has changed its financial year-end date from 31 March to 31 December with effective from 2014. As the period of annual planning of the Group would coincide with the peak seasons of the Group if the financial year end of 31 March was to be maintained and the change would enable the Group to better utilise its resources and facilitate better operational process of the Group.

The following table summarises the results of operation and financial positions of the Group for the nine months ended 31 December 2013 and 2014 and for the six months ended 30 September 2014 and the six months ended 30 June 2015:

	Six months ended 30 June 2015 HK\$'000 (unaudited)	Six months ended 30 September 2014 HK\$'000 (unaudited)	Nine months ended 31 December 2014 HK\$'000 (audited)	Nine months ended 31 December 2013 HK\$'000 (unaudited)
Revenue	74,362	51,050	89,184	63,963
Loss for the period	(9,873)	(6,626)	(6,816)	23,273

LETTER FROM NEW SPRING CAPITAL

	As at 30 June 2015 <i>HK\$'000</i> (unaudited)	As at 31 December 2014 <i>HK\$'000</i> (audited)	As at 31 March 2014 <i>HK\$'000</i> (audited)
Cash and cash equivalents	483,847	281,488	135,307
Total borrowings <i>(Note 1)</i>	100,000	100,000	13,618
Total assets	986,642	484,865	647,146
Total liabilities	172,345	153,401	161,352
Net assets	814,297	331,464	485,794
Equity attributable to owners of the Company	814,297	319,008	485,794
Gearing ratio <i>(Note 2)</i>	12.28%	31.35%	2.80%

Source: 2014 Annual Report and 2015 Interim Report published by the Company in the website of the Stock Exchange

Notes:

1. Total borrowings represent the total amount of secured and unsecured bank and other borrowings of the Group.
2. Gearing ratio is calculated as total borrowings divided by equity attributable to owners of the Company as at the same date.

(i) Financial results for nine months ended 31 December 2013 compared with nine months ended 31 December 2014

As referred to 2014 Annual Report, the revenue of the Group increased from approximately HK\$64.0 million for the nine months ended 31 December 2013 to approximately HK\$89.2 million for the nine months ended 31 December 2014, which represented approximately 39.4% increased. The increase in revenue was primarily due to the new business segment of sales and distribution of motor vehicle parts established during the period, however, due to trading nature of motor vehicle parts business segment, this new business segment led to overall decrease in gross profit margin. The Group had the net profit of approximately HK\$23.3 million for the nine months ended 31 December 2013 and a net losses of approximately HK\$6.8 million for nine months ended 31 December 2014 respectively, such loss was mainly due to the increase in legal and professional expenses incurred for a disposal transaction and increase in rental expenses for the new head office in Hong Kong.

LETTER FROM NEW SPRING CAPITAL

As at 31 December 2014, the Group had net assets of approximately HK\$331.5 million. The total assets of the Group were approximately HK\$484.9 million which mainly included the investment properties of approximately HK\$135.7 million and cash and cash equivalents of approximately HK\$281.5 million, while the total liabilities were approximately HK\$ 153.4 million as at 31 December 2014. Moreover, the Group's gearing ratio was approximately 31.4% as at 31 December 2014, compared with the gearing ratio of approximately 2.8% as recorded on 31 March 2014, such increase was primarily due to the increased of the borrowing of the Group to approximately HK\$100.0 million mainly from bank borrowings and it is secured by the pledge of certain leasehold land and buildings under property, plant and equipment and investment properties.

(ii) *Financial results for six months ended 30 September 2014 compared with six months ended 30 June 2015*

As referred to 2015 Interim Report, the revenue of the Group increased from approximately HK\$51.1 million for the six months ended 30 September 2014 to approximately HK\$74.4 million for the six months ended 30 June 2015, which represented approximately 45.7% increased. The increase in revenue was primarily due to the new business segments including motor vehicle parts segment, which generated additional revenue to the Group. The Group recorded the net loss in approximately HK\$9.9 million for six months ended 30 June 2015 in comparing with the net loss of approximately HK\$6.6 million for six months ended 30 September 2014, such increase was mainly due to the increase in corporate expenses by approximately HK\$7.1 million, including the legal and professional fees incurred for the acquisition and development of new businesses, increase in rental expenses for the new head office in Hong Kong, depreciation charges and the equity-settled share option expenses.

As at 30 June 2015, the Group had net assets of approximately HK\$814.3 million. The total assets of the Group were approximately HK\$986.6 million which mainly comprised investment properties of approximately HK\$360.7 million and cash and cash equivalents of approximately HK\$483.8 million, while the total liabilities were approximately HK\$172.3 million as at 30 June 2015. Moreover, the Group's gearing ratio of approximately was approximately 12.3% as at 30 June 2015, compared with the gearing ratio of 31.4% as recorded on 31 December 2014, such decrease was primarily due to the increase of the equity attributable to owners of the Company to approximately HK\$814.3 million which mainly comprised HK\$698.9 million of the reserves of the Group.

II. Information of the Vendor

The Vendors are Mr. Lin and Madam Su, both of whom are executive Directors and also own 70% and 30% respectively of MHL, the controlling Shareholders and therefore are regarded as connected persons of the Company under the Listing Rules.

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III. Information of the Target Group

The Target was incorporated in Hong Kong with limited liability on 8 October 2010 and is an investment holding company, which is owned as to 70% by Mr. Lin and as to 30% by Madam Su. The Target has not carried out any business since its incorporation save for the investment in Qianhai Meilin in 2014.

Qianhai Meilin

Qianhai Meilin was established in the PRC with limited liability on 20 March 2014, principally engaged in finance lease and operating lease; acquisitions, disposals and maintenance of leased assets; guarantees and consultancy services for transactions involving leased assets; and consultancy services for project investment and asset management. Qianhai Meilin has commenced its business operation in May 2015. As startup of its business, in May 2015 and August 2015 respectively, Qianhai Meilin has entered into the finance lease agreements with SZ Xiapu (a company jointly owned by the Vendors), details of which are set out below. Going forward, Qianhai Meilin will develop the finance leasing business in accordance with its business plan to focus on other customers.

On 18 May 2015, Qianhai Meilin and SZ Xiapu entered into the First Finance Lease Agreement, pursuant to which Qianhai Meilin has agreed to purchase some elevators from SZ Xiapu at a consideration of RMB3,418,000 (equivalent to approximately HK\$4.15 million) and to lease back those elevators to SZ Xiapu for a term of 5 years with a total lease payments (including interest payments of approximately RMB1.50 million, which are equivalent to approximately HK\$1.82 million) of RMB4,919,329 (equivalent to approximately HK\$5.98 million) repayable in 20 quarterly installments. On 17 August 2015, Qianhai Meilin and SZ Xiapu entered into the Second Finance Lease Agreement, pursuant to which Qianhai Meilin has agreed to purchase some elevators from SZ Xiapu at a consideration of RMB2,651,300 (equivalent to approximately HK\$3.22 million) and to lease back those elevators to SZ Xiapu for a term of 5 years with a total lease payments (including interest payments of approximately RMB1.16 million, which are equivalent to approximately HK\$1.41 million) of RMB3,815,862 (equivalent to approximately HK\$4.64 million) repayable in 20 quarterly installments. For details of the First Finance Lease Agreement and Second Finance Lease Agreement (collectively, the “**Lease Agreements**”), please refer to the paragraph headed “Business of the Target Group” in the section headed “INFORMATION OF THE TARGET GROUP” to the Letter from the Board.

Realord Commerce

Realord Commerce was established in the PRC with limited liability on 4 July 2013. On 17 August 2015, the entire equity interests in Realord Commerce was acquired by Qianhai Meilin from 深圳市偉祿集團控股有限公司 (Shenzhen Realord Group Holding Limited*) and 深圳市前海偉祿資產管理有限公司 (Shenzhen Qianhai Realord Asset Management Limited*), both of which are wholly-owned by the Vendors indirectly. Realord Commerce has not carried out any business since its establishment, except for the acquisition of the PRC Properties. The PRC Properties are offices located at units 309, 311 and 313, Huayangnian Funian Square, Futian Free Trade Zone, Shenzhen, the PRC,

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with a construction area of approximately 148.89 square metres, 154.72 square metres and 503.07 square metres respectively. On 28 August 2015, Realord Commerce entered into an agreement with Realord Technology, pursuant to which Realord Commerce agreed to acquire and Realord Technology agreed to sell the PRC Properties at a consideration of RMB30,492,504 (equivalent to approximately HK\$37.0 million). As at the Latest Practicable Date, Realord Commerce obtained all the certificates and documents for the acquisition of the PRC Properties and the transfer of the PRC Properties was completed. As Realord Commerce has not yet settled the consideration for the transfer of the PRC Properties, Realord Commerce owed Realord Technology an amount of RMB30,492,504 (equivalent to approximately HK\$37.0 million). As set out in the Letter from the Board, given that the transfer of the PRC Properties from Realord Technology to Realord Commerce was a transaction between the wholly-owned companies of the Vendors, the consideration for such transfer did not take into account the market value of the PRC Properties at the material time. The difference between the market value of approximately HK\$70.0 million as at 30 September 2015 and the consideration for the transfer of the PRC Properties from Realord Technology to Realord Commerce of approximately HK\$37.0 million (which was not determined based on a market value) did not represent that there was a significant change in the market value of the PRC Properties within a short period of time. As the consideration for the transfer of the PRC Properties from Realord Technology to Realord Commerce does not reflect the market value of the PRC Properties, the Vendors did not consider to sell the PRC Properties directly from Realord Technology to the Company at the consideration of approximately HK\$37.0 million.

Financial information of the Target Group

Target

Prior to the establishment of Qianhai Meilin in 2014, the Target has not carried out any business since its incorporation. The financial statements of Qianhai Meilin and Realord Commerce have been consolidated into the financial statements of the Target since 20 March 2014 and since 17 August 2015 respectively. Set out below are the financial information of the Target as extracted from its audited financial statements for the two years ended 31 December 2013 and 2014 and its unaudited consolidated management accounts for the period from 1 January 2015 to 31 July 2015, which were prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the year ended 31 December 2013 HK\$	For the year ended 31 December 2014 HK\$	For the period from 1 January 2015 to 31 July 2015 HK\$
		(consolidated)	(consolidated)
Net (loss)/profit before and after taxation	(31,930)	(46,723)	238,107

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The Target had not commenced operations prior to the establishment of Qianhai Melin in 2014 and recorded a net loss of approximately HK\$31,930 and HK\$46,723 during the year ended 31 December 2013 and 2014. The losses were primarily due to the audit and secretarial fee incurred by the Target.

The Target recorded a net profit of HK\$238,107 for the period from 1 January 2015 to 31 July 2015. The net profit was mainly attributable to the interest income resulted from the First Finance Agreement on 18 May 2015 entered between Qianhai Meilin and SZ Xiapu and the interest income from bank.

It is noted that as at 31 July 2015, the unaudited consolidated net liabilities of the Target amounted to approximately HK\$20,000. For the avoidance of doubt, given the financial statements of Realord Commerce have been consolidated into the financial statements of the Target since 17 August 2015, the above financial information of the Target was prepared for the period up to 31 July 2015 which has not included Realord Commerce.

Realord Commerce

Realord Commerce has not carried out any business since its establishment save for the acquisition of the PRC Properties in August 2015. Set out below are the financial information of Realord Commerce as extracted from its unaudited financial statements for the two years ended 31 December 2013 and 2014 and the unaudited management accounts of Realord Commerce for the period from 1 January 2015 to 31 July 2015:

	For the year ended 31 December 2013		For the year ended 31 December 2014		For the period from 1 January 2015 to 31 July 2015	
	HK\$	RMB	HK\$	RMB	HK\$	RMB
Net loss before and after taxation	58	48	13,988	11,513	738	607

As at 31 July 2015, the unaudited net liabilities of Realord Commerce amounted to approximately RMB12,000 (equivalent to approximately HK\$14,580).

IV. Reasons for and benefits of the Acquisition

As disclosed in the 2015 Interim Report, the Directors would keep on exploring all potential opportunities to develop the businesses of the Group for the purpose of sustaining long term growth.

As stated in the Letter from the Board in this circular, the Directors are optimistic about the financial leasing industry in the PRC which has taken into account of the PRC government's supportive policy towards the financial leasing industry, particularly in the Qianhai Bay Bonded Area. The Directors also believe that the PRC Properties would have sustainable capital value gain in long run as the PRC Properties are located in the developed area of Futian Free Trade Zone in the PRC. Therefore, the Directors are of the view that the Acquisition can diversify the business of the Group with the objective of broadening its sources of income.

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In order to assess the basis of the potential benefits of the Acquisition, we have conducted desktop research and reviewed certain public information in relation to property market and finance lease in Shenzhen, which are set forth below:

Property market

The local district government of the Futian Free Trade Zone announced in 2015 its intention to develop the Futian Free Trade Zone as a consumption centre for Hong Kong goods. It has also set up funding to encourage emerging industries and shown its supports to the development of e-commerce business.

Moreover, the Qianhai Shenzhen-Hong Kong Modern Services Industry Cooperation Zone is one of the four regions in Mainland China that currently has 15% preferential Corporate Income Tax (CIT) rate. The State Council released the <Catalogue for Encouraged Industries Eligible for CIT Preferential Treatment> in March 2014, which formally launched the CIT preferential treatment for Qianhai at the state level.

The Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone covers 15 square kilometers in the Nanshan District and focuses on the development of finance, modern logistics, information services, science, technology, and other professional service industries. The government released preferential policies for enterprises registered in the Qianhai area, attracting more enterprises to enter Shenzhen and thus increase demand for office buildings.

The Shenzhen grade A office market witnessed a stable start to 2015, due to limited supply and flat levels of demand. As a result, both rents and sales prices rose, while the vacancy rates decreased slightly. After years of development, the office market in Futian district is becoming saturated. From the beginning of 2016, market distribution patterns are expected to focus on the western part of the city, with new supply mainly located in the Nanshan district, especially in Houhai, Qianhai and Nanshan central area. A positive spill-over effect is expected over the next few years in Futian's high-quality office sector before Qianhai is completed.

Finance lease

On 23 January 2014, the Financial Industry Development and Service Office of Shenzhen Municipal People's Government (深圳市人民政府金融發展辦公室) and the Economy, Trade and Information Commission of Shenzhen Municipality (深圳市經濟貿易和信息化委員會) issued the Opinions on Promoting the Development of Financial Leasing Business in the Qianhai Bay Bonded Area* (關於推進前海灣保稅港區開展融資租賃業務的試點意見) (the "Opinions"). The Opinions focus on three major areas including market access, customs policy and cross-border financing, which could help in the development of the finance leasing industry in the Qianhai Bay Bonded Area.

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According to the Opinions, financial leasing companies which are registered in the Qianhai Bay Bonded Area have preferential tax treatments and trade arrangements to facilitate its development and these financial leasing companies are encouraged to expand their financing channels through the introduction of cross-border RMB funds from financial institutions with RMB business in Hong Kong.

According to the website of Authority of Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone of Shenzhen, as of 30 April 2014, there were 6,470 enterprises that had set up business in Qianhai, and as of 30 December 2014, the number of enterprises in Qianhai surged to 19,990 and there were 11,333 financial enterprises in Qianhai, which accounted for 56.7% of the total number of enterprises.

The further evolution of the Qianhai Development Zone would further stimulate demand for office leasing in Shenzhen as both domestic and multinational firms seek to take advantage of the zone's preferential policies and growth potential.

As advised by the Management, the Acquisition is in line with the Group's business strategy to explore attractive investment opportunities for the Group in order to diversifying and strengthening its asset base and expanding its business portfolio in addition to its existing principal activities taking into account the prospects of the financial leasing of the Target Group and the potential appreciation of the PRC Properties.

Referring to our discussion with the Management and based on the above information, it indicated that there is an increasing demand of offices in Shenzhen and an increase in both sale price and rental price. In view of the government's plan to flourish the development of the Futian Free Trade Zone, we concur with the Directors' view that the PRC Properties would have sustainable capital value gain in the long run.

In addition, we are advised by the Directors that Ms. Liu Zi Xia ("**Ms. Liu**"), an Assistant General Manager of a Group's subsidiary in the PRC, will help to run the financial leasing business. Prior to joining the Group in February 2015, Ms. Liu has worked at managerial position in various commercial banks in the PRC since 1988. She has extensive experience on credit approval, risks management and bank loan arrangement in the PRC. We also note that the Group would hire additional expertise from time to time to cope with the business development. After reviewing Ms. Liu's work experience in credit approval, risk management and bank loan arrangement in commercial banks in the PRC, we agree with the Directors' view that the Company's management has relevant experience and qualification in running the financial leasing business at the current stage.

We noted from the Management that the Company made reasonable enquires regarding market prices for offices in adjacent area to the PRC Properties prior to entering into the Agreement. We have also reviewed the Valuation Report with the valuation of the PRC Properties of RMB57,600,000 (equivalent to approximately HK\$69,984,000) as at 30 September 2015 and have been furnished by the Independent Valuer with information of market comparables to the PRC Properties. We note that such market comparables are similar properties for office use with similar

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grade in the same district to the PRC Properties in accordance with the information provided by the Independent Valuer. The Management further considered that the negotiation process with other potential vendors who hold other properties similar as the PRC Properties will be lengthy, so the Group did not approach those other independent third party vendors to obtain quotation for similar properties. Taking into account the above consideration, the Directors are of the view, with which we concur, the valuation of the PRC Properties is fair and reasonable and it is in the interests of the Company and the Shareholders to acquire the PRC Properties through the Acquisition.

V. Principal terms of the Agreement

As set out in the Letter from the Board, the principal terms of the Agreement are summarised as below:

(i) Assets to be acquired

Pursuant to the Agreement, the Purchaser has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell, the Sale Shares and the Sale Loan. The Sale Shares, representing the entire issued share capital of the Target, will be sold free from all encumbrances together with all rights to any dividend or other distribution declared, made or paid after the date of the Agreement. The Sale Loan, representing the shareholder's loan owing by the Target Group to the Vendors at Completion, will be sold free from all encumbrances together with all rights attaching thereto as at the Completion Date.

(ii) Consideration

The aggregate consideration for the Sale Share and the Sale Loan shall be satisfied by the Purchaser to the Vendors in the following manner:

- (i) a refundable deposit of HK\$17,000,000 payable by the Purchaser to the Vendors in cash on the fifth Business Day after the signing of the Agreement; and
- (ii) the balance of HK\$31,000,000 payable to the Purchaser to the Vendors in cash upon Completion.

As illustrated in the Letter from the Board, the consideration of the Acquisition has been arrived at after arm's length negotiations between the Purchaser and the Vendors having taken into account (i) the unaudited consolidated net liabilities of the Target Group (which has not consolidated the financial information of Realord Commerce) in the amount of approximately HK\$20,000 as at 31 July 2015; (ii) the unaudited net liabilities of Realord Commerce in the amount of RMB12,000 (equivalent to approximately HK\$14,580) as at 31 July 2015; (iii) the preliminary valuation of the PRC Properties of RMB57,600,000 (equivalent to approximately HK\$69,984,000) as at 13 August 2015 carried out by an independent valuer; (iv) the face value of Sale Loan, which amounted to HK\$11,847,005 as at the date of the Agreement; (v) the amount of RMB30,492,504 (equivalent to approximately HK\$37.0 million) for the PRC Payment; and (vi) the business prospects of Qianhai Meilin in the finance leasing industry.

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In addition to the payment of the consideration for the Acquisition, it is a term of the Agreement that the Purchaser shall procure the Target Group to repay the PRC Payment to Realord Technology within 40 Business Days after Completion.

It is noted that the consideration for the Acquisition and the PRC Payment will be funded by internal resources of the Group. The Vendors undertake to the Purchaser in the Agreement that the Vendors shall bear joint and several liabilities in respect of the performance of obligations by the Vendors under the Agreement.

VI. Assessment of the principal terms of the Agreement

(a) Basis in determining the Consideration

(i) Valuation of the PRC Properties

According to the Valuation Report, the market value of the PRC Properties as at 30 September 2015 was estimated to be approximately RMB57,600,000 (equivalent to approximately HK\$69,984,000).

In assessing the fairness and reasonableness of the consideration for the PRC Properties, we have reviewed the Valuation Report and discussed with the Independent Valuer regarding, among other things, the basis, assumptions and methodologies adopted therein. Further, we have taken all necessary due diligence as required under Rule 13.80(2)(b) of the Listing Rules (including its annexed notes) in forming our opinion.

In valuing the PRC Properties, we note that the Independent Valuer had selected a direct comparison method under the market approach, by assuming that it is capable of being sold with immediate vacant possession and making reference to comparable sales evidence as available from the relevant market.

The valuation is made on the assumption that the property would be sold in the open market without benefit or deferred term contracts, lease backs, joint ventures, management agreements, or similar arrangements which could serve to affect its value. In addition, no account has been taken of any option or right of pre-emption concerning or effecting a sale and no forced sale situation in any manner is assumed in valuation. No allowance has been made in the valuation for any charges, mortgages or amounts owing on the property valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature that could affect its value.

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We have discussed the assumptions of the Valuation Report with the Independent Valuer and were given to understand that those assumptions are generally adopted assumptions for property valuations. We have reviewed the Valuation Report and have been furnished by the Independent Valuer with information of market comparables to the PRC Properties. As noted from the Independent Valuer, the market comparables are similar properties for office use with similar grade in the same district to the PRC Properties. Having conducted desktop research to assess the reasonableness of those comparables, we are of the view that such selection methodology of the market comparables is reasonable.

Based on the aforementioned, we are of the view the market approach applied by the Independent Valuer in appraising the market value of the PRC Properties is acceptable, and the valuation of the PRC Properties is indicative to the consideration of the PRC Properties.

We have been furnished with the qualifications and experience of the Independent Valuer in relation to the performance of the valuation of the PRC Properties, and note that it possesses experience in, among others, financial instruments valuations, business valuations, and property valuations with services covering property, plants, machinery, equipment and land parcels. The responsible person in charge of the Valuation Report, who is a Registered Professional Surveyor (General Practice Division) and China Real Estate Appraiser. He is also Professional Member of The Hong Kong Institute of Surveyors, Royal Institution of Chartered Surveyors and China Institute of Real Estate Appraisers, has over twenty years of experience in valuation of properties in the PRC.

Based on our review of the Valuation Report and discussion with the Independent Valuer aforementioned including the valuation methodology and assumptions in preparing the Valuation Report and their qualifications and experience in valuations, nothing has come to our attention that causes us to doubt the fairness and reasonableness of the preparation of the Valuation Report. In view of the above, we consider that the procedures of the valuation carried out by the Independent Valuer as well as the basis, assumptions and methodologies adopted for the Valuation Report are appropriate. The Valuation Report is thereby considered indicative to the consideration of the PRC Properties.

(ii) Sale Loan

The Sale Loan represented the shareholder's loan owing by the Target Group to the Vendors at Completion and all obligations, liabilities and debts owing or incurred by the Target Group to the Vendors on Completion whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on Completion. The face value of Sale Loan amounted to HK\$11,847,005 as at the date of the Agreement. We are advised by the Company that the Sale Loan of approximately US\$1.5 million was lent by the Vendors to the Target Group for the entire capital injection of Qianhai Meilin and the working capital of the Target.

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(iii) Financial position of the Target Group

The unaudited consolidated net liabilities of the Target (which has not consolidated the financial information of Realord Commerce) amounted to approximately HK\$20,000 and the unaudited net liabilities of Realord Commerce amounted to approximately RMB12,000 (equivalent to approximately HK\$14,580) as at 31 July 2015. The Purchaser and Vendors have taken into account the effect of the financial position of the Target Group during the determination of the Consideration.

(iv) PRC Payment

As stated above, it is a term of the Agreement that the Purchaser shall procure the Target Group to repay the PRC Payment of RMB30,492,504 (equivalent to approximately HK\$37.0 million) to Realord Technology within 40 Business Days after Completion. Referring to the Letter from the Board, Realord Commerce entered into an agreement with Realord Technology, pursuant to which Realord Commerce agreed to acquire and Realord Technology agreed to sell the PRC Properties. As advised by the Management, Realord Commerce obtained all the certificates and documents for the acquisition of the PRC Properties and the transfer of the PRC Properties was completed as at the Latest Practicable Date.

(v) Business of the Target Group

As advised by the Management, the Purchaser has considered the pre-establishment time and cost incurred for the application of the finance leasing business license in Qianhai and the total interest payment from SZ Xiapu under the First Finance Lease Agreement and the Second Finance Lease Agreement to the Target Group of approximately RMB2.66 million (equivalent to approximately HK\$3.23 million) as illustrated under the section headed “Information of the Target Group” above.

Apart from the above, as disclosed in the section headed “Reasons for and benefits of the Acquisition” in this letter, the Directors are optimistic about the financial leasing industry in Shenzhen taking into account the PRC government’s supportive policy towards the financial leasing industry, particularly in the Qianhai Bay Bonded Area.

The Target will become an indirect wholly-owned subsidiary of the Company and the financial result of the Target will be consolidated to the Enlarged Group’s accounts upon Completion. In view of the above, we consider that the Company’s assessment of the value of the business of the Target Group are appropriate.

We are advised by the Company that the consideration for the Sale Shares and Sale Loan will be paid in Hong Kong dollars. The amount of PRC Payment will be payable in RMB. Having considered that the Consideration of HK\$48,000,000 was determined by the aggregation of (i) the valuation of the PRC Properties to be approximately

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RMB57,600,000 (equivalent to approximately HK\$69,984,000); (ii) the Sale Loan amounted to HK\$11,847,005; and (iii) the total interest payment from SZ Xiapu under the Lease Agreements to the Target Group of approximately RMB2.66 million (equivalent to approximately HK\$3.23 million) then the deduction of (iv) the PRC Payment of approximately RMB30,492,504 (equivalent to approximately HK\$37.0 million); and (v) the unaudited consolidated net liabilities of the Target (which has not consolidated the financial information of Realord Commerce) amounted to approximately HK\$20,000 and the unaudited net liabilities of Realord Commerce amounted to approximately RMB12,000 (equivalent to approximately HK\$14,580) as at 31 July 2015, we concur with the Company that the consideration of the Acquisition is determined on normal commercial terms and is fair and reasonable so far as the Company and the Independent Shareholders are concerned.

Payment of the Consideration

As stated in the Letter from the Board, the aggregate consideration for the Sale Share and the Sale Loan shall be paid by the Purchaser to the Vendors in cash upon Completion, which will be funded by the internal resources of the Group. Referring to 2015 Interim Report, it is noted that the Group had cash and cash equivalents of approximately HK\$483.8 million and recorded unaudited net current assets of approximately HK\$453.3 million as at 30 June 2015. In view of the above, the Directors are of the view that the Group has sufficient resources to settle the consideration of the Acquisition.

Others major terms

In addition, we have also reviewed other terms in the Agreement such as the Conditions Precedents and Completion, we note that certain conditions could be waived by the Purchaser at its absolute discretion and we are advised by the Directors that the Company will exercise such rights with due care and in the interest of the Company and the Independent Shareholders. Save as above, we consider that the terms of the Agreement are usual and on normal commercial terms.

For the above reasons, we are of the opinion that the terms of the Agreement are fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole.

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VII. Financial effects of the Acquisition

Based on our discussion with and the representation from the Directors, we understand from the Directors that they have taken into account the following factors when they considered the potential impact of the Acquisition on the financial positions of the Group, where the Target will become an indirect wholly-owned subsidiary of the Company and the financial result of the Target will be consolidated to the Enlarged Group's accounts upon Completion:

(i) *Net asset value*

According to 2015 Interim Report, the Group's unaudited net assets as at 30 June 2015 were approximately HK\$814.3 million. The balance of investment properties and other receivables of the Enlarged Group would be increased by approximately HK\$70.0 million and HK\$4.4 million. Goodwill and/or intangible assets of approximately HK\$3.2 million would be recognised being the excess of cost of Acquisition over the Group's interest in the net fair value of Target Group's identifiable assets and liabilities. While the cash and cash equivalents of the Enlarged Group would be decreased by approximately HK\$77.5 million as a result of payment of Consideration and PRC Payment of approximately HK\$85.0 million offset by the cash and cash equivalents of HK\$7.5 million of the Target Group.

The Acquisition will result in a net decrease in total assets of the Enlarged Group of approximately HK\$1.1 million, which represents the transaction costs of the Acquisition, and therefore, the Acquisition will not have material financial effect to the net asset value of the Enlarged Group. While the Group expects a value appreciation of the PRC Properties in considering the current commercial property market, such appreciation may have a positive financial effect on the Group's net asset value.

(ii) *Earnings*

Except for the transaction costs of approximately HK\$1.1 million relating to the Acquisition and future performance of the Target, there will be no material effect on earnings of the Group associated with the Acquisition. We are advised by the Director, upon Completion, the Group will hold the PRC Properties for long term investment and it is intended to use the PRC Properties as offices for the subsidiaries of the Company for their business operation in the PRC. It is therefore advised by the Board that the Acquisition allows the Group to save rental costs from a long-term perspective and may have a positive financial effect on its earnings.

(iii) *Liquidity*

According to 2015 Interim Report, as at 30 June 2015, the Group had cash and cash equivalent of approximately HK\$483.8 million and recorded unaudited net current assets position of approximately HK\$453.3 million. Pursuant to the Agreement, the consideration of the Acquisition shall be settled in cash upon Completion, which will be funded by the internal resources of the Group as advised by the Management. Having considered the current financial position of the Group, we are advised by the Board that the Group has sufficient financial resources for the Acquisition.

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It should be noted that the aforementioned analyses are for illustrative purpose only and do not purport to represent how the financial position of the Group will be upon Completion.

OPINION AND RECOMMENDATION

Having considered the abovementioned principal factors and reasons, though the Acquisition is not in the ordinary and usual course of business of the Group, we are of the view that the Acquisition is on normal commercial terms, the terms of the Agreement are fair and reasonable so far as the Independent Shareholders are concerned and the entering into the Agreement is in the interests of the Company and the Independent Shareholders. We therefore advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Acquisition and the transactions contemplated under the Agreement.

Yours faithfully,

For and on behalf of

NEW SPRING CAPITAL LIMITED

Paul Lui

Managing Director

Tina Tian

Director

Note: Mr. Paul Lui and Ms. Tina Tian are licensed persons registered with the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and have over 18 years and 8 years of experience in corporate finance industry respectively.

The following is the text of a letter and valuation certificate, prepared and made for the purpose of incorporation in this circular by B.I. Appraisals Limited, an independent valuer, in connection with its valuation as at 30 September 2015 of the PRC Properties.

**B. I. Appraisals Limited**
保柏國際評估有限公司**Registered Professional Surveyors, Valuers & Property Consultants**

Unit 1301, 13th Floor, Tung Wai Commercial Building,

Nos. 109-111 Gloucester Road, Wan Chai, Hong Kong

Tel: (852) 2127 7762

Fax: (852) 2137 9876

Email: info@biappraisals.com

Website: www.biappraisals.com

16 October 2015

The Directors
Realord Group Holdings Limited
Suite 2403-2410
24th Floor, Jardine House
1 Connaught Place
Central
Hong Kong

Dear Sirs,

Re: Units 309, 311 and 313 of Block B-1, Huayangnian Funian Square, Shihua Road, Futian Free Trade Zone, Shenzhen City, Guangdong Province, The People's Republic of China ("PRC")

In accordance with the instructions from Realord Group Holdings Limited (hereinafter referred to as the "Company") for us to value the captioned property (hereinafter referred to as the "Property"), we confirm that we have carried out inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of value of the Property as at 30 September 2015 (hereinafter referred to as the "Date of Valuation").

It is our understanding that this valuation document is to be used by the Company for disclosure purpose in relation to the possible acquisition of the entire issued share capital of Manureen Group Holdings Limited.

This letter, forming part of our valuation report, identifies the property being valued, explains the basis and methodology of our valuation, and lists out the assumptions and the title investigation we have made in the course of our valuation, as well as the limiting conditions.

BASIS OF VALUATION

Our valuation of the Property is our opinion of its market value which we would define as intended to mean "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Our valuation has been carried out in accordance with The HKIS Valuation Standards 2012 Edition issued by the Hong Kong Institute of Surveyors and under generally accepted valuation procedures and practices, which are in compliance with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

VALUATION METHODOLOGY

The Property, as advised by the Company, is to be held for own occupation upon completion of the acquisition. In valuing the Property, we have adopted the Direct Comparison Method assuming it is capable of being sold with immediate vacant possession and making reference to comparable sales evidence as available from the relevant market.

VALUATION ASSUMPTIONS

Our valuation is made on the assumption that the Property would be sold in the open market without the benefit of deferred term contracts, lease backs, joint ventures, management agreements, or any similar arrangements, which could serve to affect its value. In addition, no account has been taken of any option or right of pre-emption concerning or effecting a sale and no forced sale situation in any manner is assumed in valuation.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property is free from encumbrances, restrictions and outgoings of an onerous nature that could affect its value.

TITLE INVESTIGATION

We have been provided by the Company with copies of title documents and a legal opinion dated 16 October 2015 prepared by Shu Jin Law Firm, the Company's legal advisor on PRC law (hereinafter referred to as the "PRC Legal Advisor"), regarding the title to and the interest in the Property. All documents and leases have been used for reference only.

In the course of our valuation, we have relied on the advice given by the Company and the legal opinion of the PRC Legal Advisor regarding the title to and the interest in the Property. We assume no responsibility for matters legal in nature nor do we render any opinion as to the title to the Property that is assumed to be good and marketable.

LIMITING CONDITIONS

We have inspected the interior of the Property in August 2015. However, no structural survey has been made nor have any tests been carried out on any of the building services provided in the Property. We are, therefore, not able to report that the Property is free from rot, infestation or any other structural defects. Yet, in the course of our inspection, we did not note any serious defects.

We have not conducted any on-site measurement to verify the correctness of the floor areas of the Property but have assumed that the areas shown on the documents furnished to us are correct. Dimensions, measurements and areas included in the valuation certificate attached are based on information contained in the documents provided to us by the Company and are therefore approximations only.

Moreover, we have not carried out any site investigations to determine or otherwise the suitability of the ground conditions, the presence or otherwise of contamination and the provision of or otherwise suitability for services etc. for any future development. Our valuation is prepared on the assumption that these aspects are satisfactory and that no extraordinary expenses or delays will be incurred in the event of any development.

We have relied to a considerable extent on the information provided and the advice given to us by the Company on such matters as planning approvals, statutory notices, easements, tenure, particulars of occupancy, floor areas and all other relevant matters in the identification of the Property. We have not seen original planning consents and have assumed that the Property has been erected, occupied and used in accordance with such consents.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We were also advised by the Company that no material facts have been omitted from the information provided. We consider that we have been provided with sufficient information to reach an informed view, and have no reason to suspect that any material information has been withheld.

Our valuation reflects facts and conditions existing at the Date of Valuation. Subsequent events have not been considered and we are not required to update our report for such events and conditions.

This report and each part of it is prepared and intended for the exclusive use of the Company for the purpose hereinbefore stated. In accepting this report, the Company expressly agrees not to use or rely upon this report or any part of it for any other purpose without obtaining our prior written consent.

CURRENCY

Unless otherwise stated, all monetary amounts stated in this report are in Renminbi (RMB).

REMARKS

We hereby confirm that we have neither present nor prospective interests in the Group, the Property and its owner or the value reported herein.

Our valuation certificate is enclosed herewith.

Yours faithfully,
For and on behalf of
B.I. APPRAISALS LIMITED

William C. K. Sham *MRICS, MHKIS, MCIREA*
Registered Professional Surveyor (G.P.)
China Real Estate Appraiser
Executive Director

Notes:

- (1) Mr. William C. K. Sham is a qualified valuer on the approved List of Property Valuers for Undertaking Valuation for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers published by the Hong Kong Institute of Surveyors. Mr. Sham has over 35 years' experience in the valuation of properties in Hong Kong and has over 20 years' experience in the valuation of properties in the People's Republic of China and the Asia Pacific regions.
- (2) Inspection of the Property was carried out in August 2015 by Mr. William C. K. Sham, Executive Director of B.I. Appraisals Limited.

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 30 September 2015
Units 309, 311 and 313 of Block B-1, Huayangnian Funian Square, Shihua Road Futian Free Trade Zone, Shenzhen City, Guangdong Province, the PRC	<p>Huayangnian Funian Square, completed in about 2012, is an office complex formed by two blocks of building of 7 storeys and 2 storeys respectively. It is located at the southeastern corner of the junction of Shihua Road and Zijing Road within Futian District of Shenzhen City.</p> <p>The Property comprises three adjoining units on Level 3 of Block B-1 of the subject development.</p> <p>The total gross floor area of the Property is approximately 806.68 sq.m. (8,683 sq.ft.).</p> <p>The land use rights of the Property have been granted for a term of 50 years commencing from 12 February 1993 for industrial use.</p>	The Property is currently owner-occupied for office use.	RMB57,600,000

Notes:

- (1) Pursuant to 3 sets of Certificate of Fixed Assets Ownership 粵(2015)深圳市不動產權第0002055號 (Yue (2015) Shenzhen City Fixed Assets Ownership No. 0002055), 粵(2015)深圳市不動產權第0002057號 (Yue (2015) Shenzhen City Fixed Assets Ownership No. 0002057) and 粵(2015)深圳市不動產權第0002077號 (Yue (2015) Shenzhen City Fixed Assets Ownership No. 0002077) dated 4 September 2015, the ownership of the Property with a total gross floor area of approximately 806.68 sq.m. is vested in 深圳市偉祿商業控股有限公司 (Shenzhen Realord Commerce Holding Limited). It is stated in the said certificates that the Property is classified as commodity house (商品房) for research and development uses (研發用房), and its land use rights are for a term of 50 years commencing from 12 February 1993 for industrial use.
- (2) We have been confirmed by the Company that the Company currently does not have any plan to dispose of or change the use of the Property.
- (3) The opinion of the PRC Legal Advisor is summarized as follows:
 - a) Shenzhen Realord Commerce Holding Limited was established and registered in accordance with the law, and is currently in existence legally and validly.
 - b) Shenzhen Realord Commerce Holding Limited is in possession of the proper legal title to the land use rights as well as the building ownership of the Property and is entitled to occupy, use, transfer, lease and mortgage the Property in accordance with the PRC laws.
 - c) The Property is not subject to any mortgage, pledge or other third party rights, and there is no case of being frozen or restricted by other third party rights.
 - d) The Certificates of Fixed Assets Ownership of the Property indicated that the Property is not only for “research and development uses” but also classified as the “commodity house”. It is not found in the relevant PRC laws and regulations that the usage of the commodity house is restricted and that the office use is prohibited under research and development uses. Hence, there shall not be any legal obstacles in using the Property as an office.
- (4) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the aforesaid legal opinion are as follows:

Certificate of Fixed Assets Ownership

Obtained

1. 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 Group. 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.

2. DISCLOSURE OF INTERESTS**(a) Interests of the Directors or chief executive of the Company**

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Listing Rules, were as follows:

Long positions in the Shares

Name of Director	Capacity	Number of Shares held	Approximate percentage of the issued share capital of the Company
Mr. Lin	Interest of controlled corporation	783,337,518 (Note 1)	67.91%
	Interest of spouse	1,080,000 (Note 2)	0.09%
	Beneficial owner	1,080,000 (Note 3)	0.09%
		785,497,518	68.09%
Madam Su	Interest of spouse	784,417,518 (Note 4)	68.00%
	Beneficial owner	1,080,000 (Note 3)	0.09%
		785,497,518	68.09%
Mr. Lin Xiaodong	Beneficial owner	1,000,000 (Note 3)	0.09%
Mr. Yu Leung Fai	Beneficial owner	500,000 (Note 3)	0.04%
Mr. Fang Jixin	Beneficial owner	500,000 (Note 3)	0.04%
Dr. Li Jue	Beneficial owner	500,000 (Note 3)	0.04%

Notes:

- (1) As at the Latest Practicable Date, MHL was the legal and beneficial owner of 783,337,518 Shares representing approximately 67.91% of the issued share capital of the Company. Since Mr. Lin owned 70% of the issued share capital of MHL, he was deemed to be interested in 783,337,518 Shares.
- (2) Mr. Lin, the spouse of Madam Su, was deemed under the SFO to be interested in 1,080,000 Shares which Madam Su interested in.
- (3) Under the share option scheme of the Company adopted on 10 August 2012, some share options, each entitling its holder to subscribe for one Share, were granted on 20 May 2015 to the Director with an exercise price of HK\$4.11 per Share and exercise period between 20 May 2017 and 19 May 2025. Accordingly, the Director was regarded as having an interest in the underlying Shares.
- (4) Madam Su, the spouse of Mr. Lin, was deemed under the SFO to be interested in 784,417,518 Shares which Mr. Lin was deemed to be interested.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any beneficial or deemed interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Listing Rules.

(b) Interests of substantial shareholders

As at the Latest Practicable Date, so far as known to the Directors and the chief executive of the Company, persons who had interests or short positions in the Shares or underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were directly or indirectly interested in ten per cent or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or in any options in respect of such capital, were as follows:

Long position in the Shares

Name of shareholder	Capacity	Number of Shares held	Approximate percentage of the issued share capital of the Company
MHL	Beneficial owner	783,337,518 (Note)	67.91%

Note:

As at the Latest Practicable Date, MHL was the legal and beneficial owner of 783,337,518 Shares representing approximately 67.91% of the issued share capital of the Company. MHL was owned as to 70% by Mr. Lin and as to 30% by Madam Su.

Save as disclosed above, as at the Latest Practicable Date, so far as known to the Directors and chief executive of the Company, no other person (other than the Directors and the chief executive of the Company) had interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was directly or indirectly interested in ten per cent or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any member of the Group or in any options in respect of such capital.

3. DIRECTORS' INTERESTS**(i) Interests in contract or arrangement**

Save for the Agreement, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Enlarged Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Enlarged Group.

(ii) Interests in assets

Save for (i) the entire equity interest in Manureen Securities Limited disposed of by Madam Su to Allied Time Investments Limited (a direct wholly-owned subsidiary of the Company subsequently renamed as “Realord Manureen Financial Group Limited”) on 8 May 2015 at a cash consideration of approximately HK\$18,812,000 pursuant to the conditional sale and purchase agreement dated 12 November 2014; and (ii) Mr. Lin’s and Madam Su’s interests in the Sale Shares and the Sale Loan, none of the Directors had any direct or indirect interests in any assets which had been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, any member of the Enlarged Group since 31 December 2014, being the date to which the latest published audited financial statements of the Company were made up.

(iii) Interests in competing business

As at the Latest Practicable Date, none of the Directors and their respective close associates (as defined in the Listing Rules) had an interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Enlarged Group other than contracts expiring or determinable by the Enlarged Group within one year without payment of compensation (other than statutory compensation).

5. EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given opinions, letters or advice contained in this circular:

Name	Qualification
B.I. Appraisals Limited	Independent Professional Valuer
New Spring Capital	A licensed corporation permitted to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter, advice or report, as the case may be, and reference to its name in the form and context in which they respectively appear. The letter of advice dated 16 October 2015 and the valuation report dated 16 October 2015 were made by New Spring Capital and B.I. Appraisals Limited respectively for incorporation in the circular.

As at the Latest Practicable Date, each of the above experts was not beneficially interested in the share capital of any member of the Group nor did they have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, each of the above experts did not have any direct or indirect interest in any assets which have been acquired, disposed of by or leased to, or which were proposed to be acquired, disposed of by or leased to, any member of the Enlarged Group since 31 December 2014 (the date to which the latest published audited financial statements of the Company were made up).

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company in Hong Kong from 9:00 a.m. to 6:00 p.m. on any Business Day from the date of this circular up to and including the date of the SGM:

- (i) the Agreement;
- (ii) the First Finance Lease Agreement;
- (iii) the Second Finance Lease Agreement;
- (iv) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out on page 17 of this circular;
- (v) the letter of advice from New Spring Capital to the Independent Board Committee and the Independent Shareholders, the text of which is set out on pages 18 to 35 of this circular;
- (vi) the valuation report of the PRC Properties prepared by B.I. Appraisals Limited, the text of which is set out in Appendix I to this circular;
- (vii) the written consents referred to in the paragraph headed “Experts and consents” of this appendix; and
- (viii) this circular.

8. GENERAL

- (i) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its head office and principal place of business in Hong Kong is at Suites 2403-2410, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong.
- (ii) The Company's branch share registrar and transfer office in Hong Kong is Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (iii) The company secretary of the Company is Mr. Tsang Chin Pang, who is a member of the Hong Kong Institute of Certified Public Accountants.
- (iv) In the event of any inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text of the same.

NOTICE OF SGM



偉祿集團控股有限公司
REALORD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1196)

NOTICE IS HEREBY GIVEN that a special general meeting (the “Meeting”) of Realord Group Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Thursday, 5 November 2015 at Capital Conference Services Limited at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 12 September 2015 (the “**Agreement**”) and entered into between Mr. Lin Xiaohui and Madam Su Jiaohua as vendors (the “**Vendors**”) and Realord Manureen Financial Group Limited, a wholly-owned subsidiary of the Company as purchaser (the “**Purchaser**”), pursuant to which, among other things, the Vendors shall sell and the Purchaser shall acquire (the “**Acquisition**”) the entire issued share capital (the “**Sale Shares**”) of Manureen Group Holdings Limited (the “**Target**”) and the shareholder’s loan owing by the Target and its subsidiaries (the “**Target Group**”) to the Vendors at completion of the Agreement and all obligations, liabilities and debts owing or incurred by the Target Group to the Vendors on Completion whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on Completion (the “**Sale Loan**”) at a cash consideration of HK\$48,000,000 (a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder including but not limited to the First Finance Lease Agreement (as defined in the circular of the Company dated 16 October 2015) and the Second Finance Lease Agreement (as defined in the circular of the Company dated 16 October 2015) be and are hereby approved, confirmed and ratified; and
- (b) any of the directors of the Company (the “**Directors**”) be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
Realord Group Holdings Limited
Tsang Chin Pang
Company Secretary

Hong Kong, 16 October 2015

NOTICE OF SGM

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suites 2403-2410
24/F, Jardine House
1 Connaught Place
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the special 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 special 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. A form of proxy for use at the special general meeting is enclosed. 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 office 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 special general meeting or any adjournment thereof or upon the poll concerned. Completion and return of a form of proxy will not preclude a member of the Company from attending in person and voting at the special 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 are present at the meeting in person or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the executive directors of the Company are Mr. Lin Xiaohui, Madam Su Jiaohua and Mr. Lin Xiaodong; and the independent non-executive directors of the Company are Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue.