

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

---



CAPITAL  
VC LIMITED

首都創投有限公司

### Capital VC Limited 首都創投有限公司

*(Incorporated in the Cayman Islands with limited liability  
and carrying on business in Hong Kong as CNI VC Limited)*

(Stock Code: 02324)

#### I. PROPOSED SHARE CONSOLIDATION; II. PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY ONE CONSOLIDATED SHARE HELD ON THE RECORD DATE AT HK\$0.20 PER RIGHTS SHARE; AND III. NOTICE OF EXTRAORDINARY GENERAL MEETING

Financial adviser to the Company



中毅資本有限公司  
Grand Moore Capital Limited

Underwriter of the Rights Issue



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



Grand Vinco Capital Limited

(A wholly-owned subsidiary of Vinco Financial Group Limited)

---

A letter from the Board is set out on pages 11 to 32 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on page 33 of this circular. A letter from Vinco Capital containing its recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 34 to 60 of this circular.

A notice convening the extraordinary general meeting of the Company (the "EGM") to be held at 11:00 a.m. on Tuesday, 7 February 2017 at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Hong Kong, is set out on pages EGM-1 to EGM-4 of this circular. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting should you so wish.

The Consolidated Shares will be dealt in on an ex-rights basis from 9:00 a.m. on Thursday, 9 February 2017. Dealings in the Rights Shares in their nil-paid form will take place from 9:00 a.m. on Wednesday, 22 February 2017 to 4:00 p.m. on Wednesday, 1 March 2017 (both dates inclusive). It is expected that the conditions referred to in the section headed "Termination of the Underwriting Agreement" in this circular are to be fulfilled on or before 4:00 p.m. on Wednesday, 8 March 2017. If the conditions referred to in that section are not fulfilled, the Underwriting Agreement shall terminate and the Rights Issue will not proceed. Any person contemplating buying or selling Shares or Consolidated Shares (as the case may be) from the Latest Practicable Date and up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Shares in their nil-paid form from 9:00 a.m. on Wednesday, 22 February 2017 to 4:00 p.m. on Wednesday, 1 March 2017 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares, the Consolidated Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her own professional adviser.

It should be noted that the Underwriting Agreement contains provisions entitling the Underwriter by notice in writing to the Company at any time prior to 4:00 p.m. on the Latest Time for Termination to terminate its obligations under the Underwriting Agreement on the occurrence of certain events including force majeure. These events are set out under the section headed "Termination of the Underwriting Agreement" on page 10 of this circular.

Upon the delivery of the notice of termination, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and neither party shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed.

13 January 2017

---

## CONTENTS

---

	<i>Page</i>
<b>Expected timetable</b> .....	1
<b>Definitions</b> .....	5
<b>Termination of the Underwriting Agreement</b> .....	10
<b>Letter from the Board</b> .....	11
<b>Letter from the Independent Board Committee</b> .....	33
<b>Letter from Vinco Capital</b> .....	34
<b>Appendix I – Financial Information of the Group</b> .....	I-1
<b>Appendix II – Unaudited Pro Forma Financial Information of the Group</b> ...	II-1
<b>Appendix III – General Information</b> .....	III-1
<b>Appendix IV – Additional Disclosures</b> .....	IV-1
<b>Notice of the EGM</b> .....	EGM-1

---

## EXPECTED TIMETABLE

---

*The expected timetable for the Share Consolidation and the Rights Issue is set below:*

<b>Event</b>	<b>Time and date</b> <b>2017</b>
Despatch of the circular, notice and proxy form of the EGM . . . . .	Friday, 13 January
Latest time for lodging transfer of shares to qualify for attendance and voting at the EGM . . . . .	4:30 p.m. on Friday, 27 January
Closure of register of members of the Company . . . . .	Wednesday, 1 February to Tuesday, 7 February (both dates inclusive)
Latest time for lodging proxy forms for the purpose of the EGM . . . . .	11:00 a.m. on Sunday, 5 February
Expected date and time of the EGM . . . . .	11:00 a.m. on Tuesday, 7 February
Announcement of poll results of the EGM . . . . .	Tuesday, 7 February
Effective date of the Share Consolidation . . . . .	Wednesday, 8 February
Commencement of dealings in the Consolidated Shares . . . . .	9:00 a.m. on Wednesday, 8 February
Original counter for trading in Shares (in board lots of 20,000 Shares) temporarily closes . . . . .	9:00 a.m. on Wednesday, 8 February
Temporary counter for trading in Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Wednesday, 8 February
First day for free exchange of existing share certificates for new share certificates for Consolidated Shares commences . . . . .	Wednesday, 8 February
Last day of dealings in Consolidated Shares on a cum-rights basis . . . . .	Wednesday, 8 February

---

## EXPECTED TIMETABLE

---

Event	Time and date 2017
First day of dealings in Consolidated Shares on an ex-rights basis . . . . .	Thursday, 9 February
Latest time for lodging transfers of Consolidated Shares in order to qualify for the Rights Issue . . . . .	4:30 p.m. on Friday, 10 February
Register of members closes . . . . .	Monday, 13 February to Friday, 17 February (both dates inclusive)
Record Date . . . . .	Friday, 17 February
Register of members re-opens . . . . .	Monday, 20 February
Despatch of the Prospectus Documents . . . . .	Monday, 20 February
Original counter for trading in Consolidated Shares in new board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Wednesday, 22 February
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Consolidated Shares . . . . .	9:00 a.m. on Wednesday, 22 February
Parallel trading in Consolidated Shares (in the form of new and existing share certificates) begins . . . . .	9:00 a.m. on Wednesday, 22 February
First day of dealings in nil-paid Rights Shares . . . . .	9:00 a.m. on Wednesday, 22 February
Latest time for splitting nil-paid Rights Shares . . . . .	4:30 p.m. on Friday, 24 February
Last day of dealings in nil-paid Rights Shares . . . . .	4:00 p.m. on Wednesday, 1 March
Latest time for acceptance of and payment for the Rights Issue . . . . .	4:00 p.m. on Monday, 6 March

---

## EXPECTED TIMETABLE

---

Event	Time and date 2017
Latest time for Termination of the Underwriting Agreement . . . . .	4:00 p.m. on Wednesday, 8 March
Announcement of the results of the Rights Issue . . . . .	Tuesday, 14 March
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Consolidated Shares . . . . .	4:00 p.m. on Tuesday, 14 March
Temporary counter for trading in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:00 p.m. on Tuesday, 14 March
Parallel trading in Consolidated Shares (in the form of new and existing certificates) ends . . . . .	4:00 p.m. on Tuesday, 14 March
Despatch of certificates for the Rights Issue . . . . .	Wednesday, 15 March
Despatch of refund cheques for wholly or partially unsuccessful applications for excess Rights Shares or if the Rights Issue is terminated . . . . .	Wednesday, 15 March
Expected first day of dealings in the Rights Shares . . . . .	9:00 a.m. on Thursday, 16 March
Last day for free exchange of existing certificates for new certificates for Consolidated Shares . . . . .	Thursday, 16 March

*All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.*

---

## EXPECTED TIMETABLE

---

### **Effect of bad weather on the Latest Time for Acceptance**

The Latest Time for Acceptance will not take place at 4:00 p.m. on Monday, 6 March 2017 if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning, if such circumstances are:

1. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Time for Acceptance. The Latest Time for Acceptance will not take place at 4:00 p.m. on the Latest Time for Acceptance, but will be extended to 5:00 p.m. on the same business day instead; or
2. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Time for Acceptance. The Latest Time for Acceptance will not take place on the Latest Time for Acceptance, but will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on Monday, 6 March 2017, the dates mentioned in the above section headed “Expected timetable” in this circular may be affected. An announcement will be made by the Company in such event.

---

## DEFINITIONS

---

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

“Announcement”	the announcement of the Company dated 11 November 2016 relating to the proposed Share Consolidation and the proposed Rights Issue
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning as ascribed thereto under the Listing Rules
“Board”	the Board of Directors
“Business Day”	a day (excluding Saturday and other general holidays in Hong Kong and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Capital VC Limited, a company incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as CNI VC Limited, the Shares of which are listed on main board of the Stock Exchange
“Connected Person”	has the meaning as ascribed thereto under the Listing Rules
“Consolidated Share(s)”	ordinary share(s) of HK\$0.025 each in the issued share capital of the Company upon completion of the Share Consolidation
“Controlling Shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company

---

## DEFINITIONS

---

“EAF(s)”	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, being in such form as may be agreed between the Company and the Underwriter
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the proposed Share Consolidation and the proposed Rights Issue
“Excluded Shareholder(s)”	the Overseas Shareholders to whom the Board, based on legal opinions provided by the legal advisers, considers it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	a committee of the Board (comprising Mr. Lam Kwan, Mr. Ong Chi King and Mr. Lee Ming Gin, all being independent non-executive Directors) established to advise the Independent Shareholders on the Rights Issue
“Independent Financial Adviser” or “Vinco Capital”	Grand Vinco Capital Limited, a wholly-owned subsidiary of Vinco Financial Group Limited (stock code: 8340) and a corporation licensed under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue
“Independent Shareholder(s)”	any Shareholders other than the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates



---

## DEFINITIONS

---

“Investment Manager”	Insight Capital Management (Hong Kong) Limited, a licensed corporation registered under the SFO to conduct Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, the investment manager appointed by the Company
“Investment Management Agreements”	the investment management agreement dated 17 October 2014, and the letter of extension of investment management agreement dated 11 October 2016 entered into between the Company and the Investment Manager
“Last Trading Day”	11 November 2016, being the date of the Underwriting Agreement
“Latest Practicable Date”	10 January 2017, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on 6 March 2017 or such other time as may be agreed between the Company and the Underwriter, being the latest time for acceptance of the offer of Rights Shares as described in the Prospectus
“Latest Time for Termination”	4:00 p.m. on 8 March 2017, or such other time as may be agreed between the Company and the Underwriter, being the second Business Day after (but excluding) the Latest Time for Acceptance
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the memorandum of association of the Company
“Outstanding Options”	a total of 313,000,000 Outstanding Options granted under the Share Option Scheme, which are entitled to subscribe for shares of the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong
“PAL(s)”	provisional allotment letter(s) to be issued to the Qualifying Shareholders in respect of their assured entitlements under the Rights Issue

---

## DEFINITIONS

---

“Parties”	the named parties to the Underwriting Agreement and their respective successors and permitted assignees, and “Party” means each of them
“PRC”	the People’s Republic of China
“Previous Open Offer”	the open offer previously conducted by the Company as announced on 13 March 2015
“Prospectus”	the prospectus to be despatched to the Shareholders on the Prospectus Posting Date containing details of the Rights Issue
“Prospectus Documents”	the Prospectus, PAL and EAF
“Prospectus Posting Date”	20 February 2017 or such other date as the Underwriter may agree in writing with the Company, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus for information only to the Excluded Shareholders
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) is/are registered on the register of the members of the Company on the Record Date, other than the Excluded Shareholder(s)
“Record Date”	17 February 2017 (or such other date as the Underwriter may agree in writing with the Company), as the date by reference to which entitlements to the Rights Issue are expected to be determined
“Rights Issue”	the issue of 2,066,161,872 Rights Shares at the Subscription Price on the basis of three (3) Rights Shares for every one (1) Consolidated Share held by the Qualifying Shareholders at the close of business on the Record Date payable in full on acceptance
“Rights Share(s)”	new Consolidated Share(s) to be allotted and issued in respect of the Rights Issue
“RMB”	Reminbi, the lawful currency of PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)

---

## DEFINITIONS

---

“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Shares of HK\$0.005 each into one (1) Consolidated Share of HK\$0.025 each
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Shares or Consolidated Shares, as the case may be
“Share Option Announcement”	the announcement of the Company dated 21 November 2016 relating to the grant of the Outstanding Options
“Share Option Scheme”	the share option scheme adopted on 10 December 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.20 per Rights Share
“Substantial Shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on the Takeovers and Mergers
“Underwriter”	Sorrento Securities Limited, a licensed corporation to carry on Type 1 (dealing in securities) regulated activities under the SFO
“Underwriting Agreement”	the underwriting agreement dated 11 November 2016 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue, and as modified in the supplemental agreement to the Underwriting Agreement dated 10 January 2017
“Underwritten Share(s)”	2,066,161,872 Rights Shares being underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“Warranties”	includes the warranties, representations and undertakings of the Company set out in the Underwriting Agreement
“%”	per cent

---

## TERMINATION OF THE UNDERWRITING AGREEMENT

---

If at any time on or before the Latest Time for Termination:

- (a) The Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the representations, warranties and undertakings in the Underwriting Agreement was untrue, inaccurate, misleading, or breached, and in each case the same is (in the reasonable opinion of the Underwriter) material in the context of the Rights Issue; or
- (b) There shall be:
  - (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;
  - (ii) any change in local, national or international financial, political, industrial or economic conditions;
  - (iii) any change of an exceptional nature in local, national or international equity securities or currency markets;
  - (iv) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
  - (v) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange;
  - (vi) any suspension in the trading of the Shares on the Stock Exchange for a continuous period of 10 trading days (as defined in the Listing Rules); or
  - (vii) any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere;

which is or are, in the reasonable opinion of the Underwriter:-

- (a) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or
- (b) likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares to be taken up; or
- (c) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

then the Underwriter may, by notice in writing given to the Company on or before the Latest Time for Termination, rescind the Underwriting Agreement and thereupon all obligations of the Underwriter thereunder shall cease and determine and neither the Underwriter nor the Company shall have any claim against other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches hereof) and the Rights Issue shall not proceed.

---

LETTER FROM THE BOARD

---



CAPITAL  
VC LIMITED

首都創投有限公司

**Capital VC Limited**  
**首都創投有限公司**

*(Incorporated in the Cayman Islands with limited liability  
and carrying on business in Hong Kong as CNI VC Limited)*  
**(Stock Code: 02324)**

*Directors:*

*Executive Directors:*

Mr. Kong Fanpeng

Mr. Chan Cheong Yee

*Independent Non-Executive Directors:*

Mr. Lam Kwan

Mr. Ong Chi King

Mr. Lee Ming Gin

*Head Office and*

*principal place of business:*

Unit 2302, 23th Floor

New World Tower 1

18 Queen's Road Central

Hong Kong

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

13 January 2017

*To the Shareholders*

Dear Sir or Madam,

**I. PROPOSED SHARE CONSOLIDATION;  
II. PROPOSED RIGHTS ISSUE ON THE BASIS OF  
THREE RIGHTS SHARES FOR EVERY ONE  
CONSOLIDATED SHARE HELD ON THE RECORD DATE  
AT HK\$0.20 PER RIGHTS SHARE; AND  
III. NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

References are made to the Announcement and the Share Option Announcement.

---

## LETTER FROM THE BOARD

---

The purposes of this circular are to provide you with information in respect of (i) further details of the proposed Share Consolidation and the proposed Rights Issue, (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the proposed Rights Issue, (iii) a letter of advice from Vinco Capital to the Independent Board Committee and the Independent Shareholders in respect of the proposed Rights Issue, and (iv) the notice convening the EGM.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Shares of par value of HK\$0.005 each will be consolidated into one (1) Consolidated Share of par value of HK\$0.025 each.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders by way of poll at the EGM; and (ii) the Listing Division of the Stock Exchange granting approval to the listing of, and permission to deal in, the Consolidated Shares in issue arising from the Share Consolidation.

Assuming the above conditions are fulfilled, it is expected that the Share Consolidation will become effective on the next Business Day following the date on which the relevant resolution approving the Share Consolidation is passed.

### **Effect of the Share Consolidation**

As reflected in the Company's next day disclosure return dated 28 November 2016, the Outstanding Options were fully exercised. The Company allotted and issued a total of 313,000,000 Shares as of 28 November 2016.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 divided into 40,000,000,000 Shares of HK\$0.005 each, of which 3,443,603,123 Shares have been issued and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and on the basis that no further Shares will be allotted and issued or bought back prior thereto, the authorised share capital of the Company will become HK\$200,000,000 divided into 8,000,000,000 Consolidated Shares of HK\$0.025 each, of which 688,720,624 whole Consolidated Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders. Fractional Consolidated Shares will not be issued by the Company to the Shareholders. Any fractional entitlements of Consolidated Shares will be aggregated, sold or retained for the benefit of the Company.

---

## LETTER FROM THE BOARD

---

Other than the relevant expenses incurred, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled. The Directors believe that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### **Application for Listing of the Consolidated Shares**

An application will be made by the Company to the Listing Division of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective, pursuant to which all necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC. The Share Consolidation will be conducted in accordance with the provisions of the articles of association of the Company.

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any other stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Reasons for the Share Consolidation**

Pursuant to the “Guide of Trading Arrangement for Selected Types of Corporate Actions” issued by the Hong Kong Exchange and Clearing Limited on 28 November 2008 and updated on 6 January 2012 (“the Guideline”), the expected board lot value per board lot should be greater than HK\$2,000 taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, the share price of the Company is HK\$0.048 per Share, with a board lot size of 20,000 Shares, the Company is trading under HK\$2,000 per board lot. For the purpose of reducing transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes the Share Consolidation.

---

## LETTER FROM THE BOARD

---

The Share Consolidation will increase the nominal value of the Shares and it is expected to bring about corresponding upward adjustment in the trading price of the Consolidated Shares (i.e. based on the closing price of HK\$0.08 per Share as quoted on the Stock Exchange as at the Last Trading Day, the trading price of the Consolidated Shares will be HK\$0.40 per Consolidated Share) on the Stock Exchange. The Board believes that it may attract more investors and extend the shareholders base of the Company as a result of the Share Consolidation which directly increase the market value per board lot and relatively decrease the transaction cost per transaction. The Board therefore considers that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

The Directors believed that such benefits from Share Consolidation could outweigh the effect of the creation of fractional share or odd lot holdings as the Company has made an odd lot arrangement and matching services such that it will appoint an agent to provide matching services, on a best effort basis, to those Shareholders who wish to top up to a full board lot or to dispose their holding of odd lots of the Consolidated Shares in the market as stated below.

### **Free exchange of Consolidated Shares' certificates and trading arrangement**

Subject to the Share Consolidation becoming effective, which is expected to be on Wednesday, 8 February 2017, Shareholders may, during the period from Wednesday, 8 February 2017 to Thursday, 16 March 2017 (both days inclusive), submit share certificates for the Shares to the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong to exchange, at the expense of the Company, for share certificates for the Consolidated Shares. Thereafter, share certificates for the Shares will remain effective as documents of title and may be exchanged only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each share certificate cancelled or each new share certificate (whichever is the higher) issued for the Consolidation Shares by the Shareholders, but are not acceptable for trading, settlement and registration upon the Share Consolidation becoming effective. The new share certificates for the Consolidated Shares will be issued in yellow colour in order to distinguish them from the existing green colour of the share certificates for the Shares.

### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Sorrento Securities Limited to stand in the market to provide matching services, on a best effort basis, to those Shareholders who wish to top up to a full board lot, or to dispose of their holdings of odd lots of the Consolidated Shares from 9:00 a.m. on Wednesday, 22 February 2017 to 4:00 p.m. on Tuesday, 14 March 2017 (both days inclusive). Holders of odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Ricky Sit of Sorrento Securities Limited at 11/F, The Wellington, 198 Wellington Street, Central, Hong Kong at telephone number (852) 3959 9804 during this period.



---

## LETTER FROM THE BOARD

---

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not warranted. Any Shareholder who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers.

### Board Lot Size

The Shares are traded on the Stock Exchange in the board lot size of 20,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 20,000 Consolidated Shares.

Based on the closing price of HK\$0.08 per Share (equivalent to HK\$0.40 per Consolidated Share) as at the Last Trading Day, the value of each board lot of the Shares is HK\$1,600 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$8,000.

### PROPOSED RIGHTS ISSUE

#### Issue Statistics

Basis of Rights Issue:	Three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date
Subscription Price:	HK\$0.20 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	3,443,603,123 Shares
Number of Consolidated Shares expected to be in issue as at the Record Date:	688,720,624 Consolidated Shares (assuming no Consolidated Shares being issued or repurchased on or before the Record Date)
Number of Rights Shares:	2,066,161,872 Rights Shares (assuming no Consolidated Shares being issued or repurchased on or before the Record Date)
	The aggregate nominal value of the Rights Shares is HK\$51,654,046.80
Number of enlarged Consolidated Shares in issue upon completion of the Rights Issue:	2,754,882,496 Consolidated Shares (assuming no Consolidated Shares being issued or repurchased on or before the Record Date)

---

## LETTER FROM THE BOARD

---

Based on the existing issued share capital of the Company and assuming the Share Consolidation becomes effective, and assuming that no Consolidated Shares will be issued or repurchased by the Company on or before the Record Date, a total of 2,066,161,872 Rights Shares will be issued and allotted upon the completion of the Rights Issue, representing 300% of the issued share capital of the Company immediately before the Rights Issue and 75% of the issued share capital of the Company as enlarged by the issue of the Rights Shares.

The Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into new Shares or Consolidated Shares as at the Latest Practicable Date.

### **Subscription Price**

The Subscription Price is HK\$0.20 per Rights Share, payable in full by the Qualifying Shareholders upon acceptance. The Subscription Price represents:

- (i) a discount of approximately 50.00% to the theoretical closing price of approximately HK\$0.40 per Consolidated Share, based on the closing price of HK\$0.08 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation;
- (ii) a discount of approximately 48.05% to the average theoretical closing price of approximately HK\$0.385 per Consolidated Share, based on the average closing price of approximately HK\$0.077 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day and adjusted for the effect of the Share Consolidation;
- (iii) a discount of approximately 88.71% to the unaudited consolidated net assets value per Consolidated Share of approximately HK\$1.771 as at 30 September 2016, based on 626,120,624 Consolidated Shares in issue as at the Last Trading Day and adjusted for the effect of the Share Consolidation;
- (iv) a discount of approximately 20.00% to the theoretical ex-rights price of approximately HK\$0.25 per Consolidated Share, based on the closing price of HK\$0.08 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation; and
- (v) a discount of approximately 16.67% to the theoretical closing price of approximately HK\$0.24 per Consolidated Share, based on the closing price of HK\$0.048 per Share as quoted on the Stock Exchange on the Latest Practicable Date and adjusted for the effect of the Share Consolidation.

---

## LETTER FROM THE BOARD

---

### **Basis of determining the Subscription Price**

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to (i) the low trading liquidity of the Shares for the recent 10 months; (ii) the prevailing market prices of the existing Shares as described above and the market conditions; and (iii) having considered the future funding needs for the business development of the Group. The Directors consider that the discount encourages the Qualifying Shareholders to maintain their respective shareholdings in the Company and participate in the potential growth of the Group. Each Qualifying Shareholder is entitled to subscribe for the Rights Shares at the Subscription Price in proportion to his/her/its existing shareholding in the Company.

Apart from the aforesaid, in coming up with the current subscription ratio (3 Rights Shares for 1 Consolidated Share) for the Rights Issue and the Subscription Price, the Company has also considered the following factors:

- (i) given the fund raising size of the Rights Issue of a minimum of approximately HK\$413.2 million (assuming no Consolidated Shares being issued or repurchased on or before the Record Date) (before expenses) was around 2.5 times of the market capitalisation of approximately HK\$165.3 million of the Company as at the Latest Practicable Date, it is the need for setting the Subscription Price at a relatively deep discount for inducing the Underwriter to provide underwriting services under the Rights Issue and attracting the Qualifying Shareholders to participate in the Rights Issue;
- (ii) the downward trend of the prevailing trading prices of the Shares in the past twelve months which decreased from HK\$0.19 on 11 November 2015 to HK\$0.08 as at the Last Trading Day, representing a decrease of its trading prices of approximately 57.89%;
- (iii) in view of the uncertainties in the financial market in Hong Kong as a result of the instabilities stemming from fluctuating market sentiment, capital flow, trend of interest rate, volatility in money supply in different major economies and different economic decisions made by different countries, the Directors consider that it will be difficult to attract the Qualifying Shareholders to reinvest in the Company through the Rights Issue if the Subscription Price was not set at a relatively deep discount to the historical trading prices of the Shares;
- (iv) under the Rights Issue, all the Qualifying Shareholders will be offered the same opportunity to maintain their proportionate interests in the Company and to participate in the growth and development of the Company. Should the Qualifying Shareholders participate in the Rights Issue, they will be subscribing the Rights Shares at a lower price as compared to the historical and prevailing market prices of the Shares;

---

## LETTER FROM THE BOARD

---

- (v) inherent dilutive nature of the Rights Issue in general if the Qualifying Shareholders did not take up their entitlements under the Rights Issue in full. However, the Qualifying Shareholders have first right to decide whether to accept their entitlements of the Rights Shares;
- (vi) although the Rights Issue has an inherent dilutive nature, it is subject to the Shareholders' approval, which means that the Shareholders have a right to disapprove the Rights Issue and the Underwriter has also undertaken to the Company that it will not trigger a mandatory obligation under Rule 26 of Takeovers Code on the part of the Underwriter in respect of performing its obligations under the Underwriting Agreement as a result of the Rights Issue; and
- (vii) given the expected funding needs as stated in section "Reasons for the Rights Issue and Use of the Proceeds", the Group requires this fund-raising size in order to foster growth of its investment portfolio and to generate returns on investment in the viewpoint of its Shareholders and to the benefit of the Company.

In view of the above, the Board considers the terms of the Rights Issue, including the subscription ratio, and the Subscription Price which has been set a discount to the theoretical closing price of the Shares as at the Last Trading Day with an objective to encourage existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

However, those Qualifying Shareholders who do not take up in full the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted. If all the Qualifying Shareholders do not take up the Rights Shares to which they are entitled and the Underwriter takes up all the Rights Shares, the percentage of shareholding (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) of the existing public Shareholders will be reduced from 100.00% to approximately 25.00%, representing a dilution effect on the shareholding interests of approximately 75.00% as a result of the Rights Issue. Moreover, the dilution impact on shareholding after taking into account the monetary effect of the Rights Issue (estimated based on discount of the Subscription Price to the theoretical closing price of the Shares as at the Last Trading Day) is approximately 37.50%.

The estimated net proceeds from the Rights Issue after expenses and fees will be not less than approximately HK\$405.6 million (assuming no Consolidated Shares being issued or repurchased on or before the Record Date) and, accordingly, the estimated net price per Rights Share after expenses and fees of the Rights Issue will be approximately HK\$0.196.

---

## LETTER FROM THE BOARD

---

### **Basis of selection of the Underwriter**

The Company approached 4 underwriters for the proposed Rights Issue. The Underwriter is, amongst the four underwriters approached by the Company, offered the lowest commission rate, i.e. 1.5% of the aggregate Subscription Price of the maximum amount of the Underwritten Shares as determined on the Record Date.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon:

- i. the Share Consolidation becoming effective;
- ii. the passing by the Independent Shareholders at the EGM of the necessary resolutions approving, among others, the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Rights Shares;
- iii. the Listing Division of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares and Rights Shares (subject to allotment), and not having revoked, listing of, and permission to deal in the Rights Shares, in nil-paid and fully-paid forms;
- iv. the posting of the Prospectus Documents to the Qualifying Shareholders;
- v. the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one duly certified copy of each of the Prospectus Documents (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and in compliance with the Listing Rules and section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);
- vi. compliance with and performance of all undertakings and obligations of the Company under the Underwriting Agreement;

If the conditions precedent referred to in the above paragraph (i) to (vi) are not satisfied on or before the Latest Time for Termination, or if the Underwriting Agreement shall be rescinded pursuant to the section “Termination of the Underwriting Agreement”, all obligations and liabilities of the Underwriter and the Company shall cease and determine and both shall not have any claim against the other (save for any antecedent breaches thereof).

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

---

## LETTER FROM THE BOARD

---

### **Status of the Rights Shares**

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Consolidated Shares then in issue on the date of allotment and issue of the Rights Shares. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares in their fully-paid form. Dealings in the Rights Shares will be subject to payment of stamp duty in Hong Kong.

### **Qualifying Shareholders**

The Rights Issue will only be available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus, for information only, to the Excluded Shareholders.

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and must be a Qualifying Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge their transfers of Shares or Consolidated Shares (as the case may be) (together with the relevant share certificate(s) and/or instrument(s) of transfer) with the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on or before Friday, 10 February 2017. It is expected that the last day of dealings in the Consolidated Shares on a cum-rights basis is Wednesday, 8 February 2017 and the Consolidated Shares will be dealt in on an ex-rights basis from Thursday, 9 February 2017.

Given that each Qualifying Shareholder is entitled to subscribe for the Rights Shares at the same price in proportion to his/her/its existing shareholding in the Company, if all the Shareholders participate in the Rights Issue, the Rights Issue will not have a dilutive impact on the shareholding of the Qualifying Shareholders. The Rights Issue also provides an exit mechanism to those Shareholders who do not want to participate in the Rights Issue by selling out their nil-paid rights. The availability of excess application for the Rights Shares allows those Qualifying Shareholders, who want to share more of the future development of the Company, to apply for more Rights Shares than their respective entitlements to the Rights Shares. Details of the application for excess Right Shares are set out in the section headed "Application for excess Rights Shares".

### **Closure of register of members**

The register of members of the Company will be closed from Monday, 13 February 2017 to Friday, 17 February 2017, both dates inclusive, for the purpose of, among other things, establishing entitlements to the Rights Issue. No transfer of Shares or Consolidated Shares (as the case may be) will be registered during this period.

---

## LETTER FROM THE BOARD

---

### **Rights of Overseas Shareholders**

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

According to the register of members of the Company as at the Latest Practicable Date, there was no Overseas Shareholder.

The Company will make enquiries pursuant to Rule 13.36(2) of the Listing Rules regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. If, based on legal opinions, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Rights Issue will not be available to such Overseas Shareholders (“Excluded Shareholders”). Further information in this connection will be set out in the Prospectus containing among other things, details of the Rights Issue, to be despatched to the Qualifying Shareholders on the Prospectus Posting Date. The Company will send copies of the Prospectus to the Excluded Shareholders for their information only, but will not send any PALs and EAFs to them.

**Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.**

### **Application for excess Rights Shares**

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted.

Any Qualifying Shareholder wishing to apply for any Rights Shares in addition to his/her/its provisional allotment must complete and sign the EAF as indicated thereon and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the share registrar and transfer office of the Company at Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong so as to be received by no later than 4:00 p.m. on Monday, 6 March 2017. All remittances must be made by cheque or cashier’s order in Hong Kong dollars.

The Directors will allocate the excess Rights Shares on a fair and equitable basis. Subject to availability of the excess Rights Shares, the excess Rights Shares will be allocated to those who have applied for excess Rights Shares on a pro rata basis by reference to the number of excess Rights Shares being applied for under each application. There is no odd lot arrangement after the excess Rights Shares are allotted. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess

---

## LETTER FROM THE BOARD

---

Rights Shares applied for through EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares in full application. No preference will be given to topping up odd lots to whole board lots.

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company including HKSCC Nominees Limited (“HKSCC Nominees”) as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners holding the listed securities through HKSCC Nominees individually. HKSCC Nominees will allocate the excess Rights Shares it receives to the relevant CCASS participants pro-rata to the number of excess Rights Shares each has applied for, or in such other manner as HKSCC considers fair and appropriate, which is pursuant to the allocation basis as stipulated in Rule 8.10.4(ix) of the CCASS Operational Procedures.

The allocation of excess Rights Shares (if any) to the Qualifying Shareholders will be announced by the Company on or about Tuesday, 14 March 2017. If no excess Rights Shares are allotted to the Qualifying Shareholders, it is expected that a cheque for the amount tendered on application will be refunded in full without interest on or before Wednesday, 15 March 2017. If the number of excess Rights Shares allotted to the Qualifying Shareholders is less than that applied for, a cheque for the amount of the surplus application monies is also expected to be refunded to them without interest on or before Wednesday, 15 March 2017.

All cheques and cashier’s orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the EAF together with a cheque or cashier’s order in payment for excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier’s order will be honoured on first presentation. If any cheque or cashier’s order accompanying a completed EAF is dishonoured on first presentation, without prejudice to the other rights of the Company, such EAF is liable to be rejected.

Completion and return of the EAF by anyone outside Hong Kong will constitute a warranty and representation to the Company that all the local registration, legal and regulatory requirements of such relevant jurisdictions other than Hong Kong in connection with the EAF and any application under it, have been, or will be, duly complied with. For the avoidance of doubt neither HKSCC nor HKSCC Nominees is subject to any of the representations and warranties.

The EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including refund cheques for wholly or partially unsuccessful applications for excess Rights Shares, will be despatched by ordinary post at the risk of the persons entitled thereto to their respective registered addresses as shown in the register of members of the Company on the Record Date.



---

## LETTER FROM THE BOARD

---

If the Underwriter exercises the right to terminate the Underwriting Agreement or if the conditions of the Rights Issue are not fulfilled or waived (as applicable), the monies received in respect of the relevant applications for excess Rights Shares will be returned to the applicants, or in case of joint applicants, to the first-named person, without interest by means of cheques despatched by the ordinary post to their respective addresses at their own risk on or before Wednesday, 15 March 2017.

**Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.**

### **Fractions of Rights Shares**

On the basis of provisional allotment of three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

### **Share certificates for the Rights Issue**

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all Rights Shares are expected to be posted to the Qualifying Shareholders who have accepted and applied for and paid for the Rights Shares on or before Wednesday, 15 March 2017 by ordinary post at their own risk. If the Rights Issue is terminated, refund cheques are expected to be posted on or before Wednesday, 15 March 2017 by ordinary post to the applicants at their own risk.

### **Application for listing**

The Company will apply to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares. Subject to the granting of the listing of, and permission to deal in, the Rights Shares, the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements will be made to enable the Rights Shares to be admitted into CCASS.

Dealings in the Rights Shares which are registered in the register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy or any other applicable fees and charges in Hong Kong.

---

## LETTER FROM THE BOARD

---

### Underwriting Agreement

Date	:	11 November 2016 (as supplemented on 10 January 2017)
Underwriter	:	Sorrento Securities Limited
Total number of Rights Shares being underwritten by the Underwriter	:	2,066,161,872 Rights Shares (assuming no Consolidated Shares being issued or repurchased on or before the Record Date) on a fully underwritten basis
Commission	:	1.5% of the aggregate Subscription Price of the maximum amount of the Underwritten Shares as determined on the Record Date

The terms of the Underwriting Agreement are agreed after arm's length negotiation between the Company and the Underwriter by reference to the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition. The Directors (excluding the independent non-executive Directors who will form their views after considering the advice of the Independent Financial Adviser) consider that the terms of the Underwriting Agreement are fair and reasonable insofar as the Shareholders and the Company as a whole.

The Underwriter may enter into sub-underwriting arrangement with sub-underwriter(s) or appoint any person to be sub-agent(s) on its behalf for the purpose of arranging for the subscription of the Underwritten Shares with selected subscribers with such authority and rights as the Underwriter has pursuant to its appointment under the Underwriting Agreement.

To the best of the Directors' knowledge, information and belief, the Underwriter and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its Connected Persons.

Pursuant to the supplemental agreement to the Underwriting Agreement, the Company has undertaken not to issue or allot any Shares or Consolidated Shares between the date of the Underwriting Agreement up to and including the Record Date, except for new 313,000,000 Shares were issued upon exercise of the Outstanding Options on 28 November 2016.

---

## LETTER FROM THE BOARD

---

The Underwriter has irrevocably undertaken to the Company in the Underwriting Agreement if the Underwriter or any of the sub-underwriter is required to take up the Rights Shares pursuant to their underwriting/sub-underwriting obligations: that (i) the Underwriter will not trigger a mandatory offer obligation under Rule 26 of Takeovers Code on the part of the Underwriter in respect of performing its obligations under the Underwriting Agreement; (ii) the Underwriter shall and shall cause the sub-underwriters to procure independent subscribers and/or placees to take up such number of the Rights Shares as necessary to ensure that the public float requirement are complied with; (iii) none of the persons to be procured by the Underwriter to subscribe for the Underwritten Shares not taken up will become Substantial Shareholder(s) immediately after completion of the Rights Issue; and (iv) the Underwriter shall use its reasonable endeavours to ensure that the subscribers for the Underwritten Shares not taken up shall be third parties independent of and not connected with the Company nor its Connected Persons and their respective associates.

### **Conditions of the Underwriting Agreement**

The conditions of the Underwriting Agreement have been set out in the section headed “Proposed Rights Issue – Conditions of the Rights Issue” above.

### **REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS**

The Company and its subsidiaries are principally engaged in investment in listed and unlisted companies mainly in Hong Kong and the PRC.

In the fiscal year 2015/16, the Group enlarged its investment portfolio by investing two unlisted investments of HK\$106.3 million and further investing in an unlisted investment of HK\$13 million. In addition, increasing in investments in listed securities, net of disposal, of approximately HK\$14.6 million, reduction in advance to an associate of the Group of approximately HK\$22.4 million, which is interest-bearing at 8 percent per annum and the full settlement of a payable for acquisition for listed investment of approximately HK\$116.0 million in 2015/16, led to the decrease in over the fiscal year 2015/16, the Group’s net cash position. The Group has recorded cash and bank balance of approximately HK\$13.4 million, margin deposits held in securities accounts of approximately HK\$4.7 million and margin payables of approximately HK\$102.3 million, which represented a net negative cash position of approximately HK\$84.2 million as at 30 September 2016.

Owing to the business nature of the Group, being an investment company, the Group requires extensive cash to grow. Unlike other companies with regular cash revenues from operations, investments of investment companies under Chapter 21 of the Listing Rules do not necessarily generate sufficient cash for its operations and its cash position is largely dependent on the market conditions and its investment strategies. The Group’s revenues mainly comprise of amounts received and receivable on investments, net profit/loss on financial assets at fair value through profit or loss, dividend income and interest income. As mentioned above, the Group has recorded a net negative cash position of approximately HK\$84.2 million as at 30 September

---

## LETTER FROM THE BOARD

---

2016. Should there be any change in the market value or fair value of the investments or the investment conditions becomes aversive, there is a risk that the Group may not generate sufficient cash for its business expansion. With the view of increasing the size of its investment portfolio and taking into account the net negative cash position of the Group of approximately HK\$84.2 million as at 30 September 2016, the Directors consider that the cash position on hand will not be sufficient for the Group to capture suitable investment opportunities as they arise in the near future. In summary, the Group, being an investment company by nature, requires readily available funds for capturing suitable investment opportunities in a timely fashion to provide investment returns to the Group and the Shareholders.

As such, the Board considers that equity financing by way of the Rights Issue, which is on a fully underwritten basis, represents an opportunity for the Company to increase its liquidity, strengthen its capital base and enhance its financial position by reserving cash proceeds from the Rights Issue for future investment opportunities as they arise.

Apart from the Rights Issue, the Board has also considered other financing alternatives such as bank borrowing, issue of new Shares and open offer. 1) Bank borrowing or debt financing will incur interest expenses and may not be achievable on favourable terms on a timely basis, and subject the Group to repayment obligations. 2) Placing of new Shares would only be available to certain places who were not necessarily the existing Shareholders and would dilute the shareholding of the existing Shareholders. 3) The Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Group. As opposed to open offer, the Rights Issue would also enable the Shareholders to sell the nil-paid rights in the market which has seen some improvement in liquidity in 2016. Hence, the Board considers raising funds by way of the Rights Issue is more attractive in the current market condition than an open offer, and thus, in the interests of the Company and the Shareholders as a whole.

The gross proceeds from the Rights Issue will be approximately HK\$413.2 million. The estimated net proceeds from the Rights Issue after deducting all necessary expenses of approximately HK\$7.6 million, will be approximately HK\$405.6 million, assuming no material fluctuations in the stock market, the Company intended to apply (i) approximately HK\$337.0 million for the investment in listed securities in various industries in Hong Kong within six months from the date of receiving the proceeds from the Rights Issue; (ii) approximately HK\$60.0 million for the investment in unlisted securities in various industries mainly in Hong Kong and the PRC within one year from the date of receiving the proceeds from the Rights Issue; and (iii) the remaining of approximately HK\$8.6 million for general working capital needs (being “general and administrative expenses and financial expenses before depreciation”) of the Group within 8 months from the date of receiving the proceeds from the Rights Issue.

The Company intends to invest the net proceeds from the Rights Issue in listed and unlisted securities including but not limited to media and entertainment, financial services, construction and property development, information technology and medical and health care.

---

## LETTER FROM THE BOARD

---

The major reasons supporting the Group's intended investments in these industries are fast growing economy in China, global rapid development of information technology and population ageing in China.

With a population of 1.3 billion, China has become the second largest economy and is increasingly playing an important and influential role in the global economy. Based on China's 12th Five-Year Plan and 13th Five-Year Plan, the annual growth targets are 7 percent and 6 percent respectively. With such fast growing economy and large population, people's livelihood needs in China are very keen. For example, the box office in China increased over 48.7% to approximately RMB44.1 billion in 2015, and expected to increase to over RMB50 billion in 2016. Shanghai Disney Resort, the first Disney park resort in mainland China, opened in 2016. Accordingly, the Company considers that the sector of media and entertainment is with high potential for investment.

Financial sector is a high-end industry to a fast growing economy. Especially, both China and Hong Kong stock markets are benefited from Shanghai-Hong Kong Stock Connect and the coming Shenzhen-Hong Kong Stock Connect. The Company believes that the securities trading activities in all Shanghai, Shenzhen and Hong Kong are becoming more frequent. Investing in financial services companies in China and Hong Kong is one of the main themes of the Company's investment plan.

The property prices of both Hong Kong and first-tier cities in China extend gains, even though much administrative measures implemented by both Hong Kong and China governments in these few years. In addition, railway development is supported in Greater China. Construction is a major chapter in both China's 12th Five-Year Plan and 13th Five-Year Plan. The Company considers construction segment must be included in its basket of investments.

People's living behavior is changing, largely influenced by development of information technology. Nowadays, smartphones are essential to people's living. People can pay in restaurants, supermarkets and cinemas by smartphones. In addition, they can trade securities, handle bank transactions, and pay insurance premium anywhere with smartphones. The change in people's living behavior has been bringing business opportunities. The Company will continue to grasp these opportunities to invest in this segment.

China's family planning law, which limited many couples to have one child only, came into effect in 1980 as a means of controlling its population, the world's largest. After over 30 years control, aged population has risen. Although the Chinese Government formally abolished the one-child policy, replacing it with a two-child policy, at the start of 2016 the Board believes that the ageing problem will continue in a couple of decades. Accordingly, the needs of medical and health care in China are very strong. The Company considers this sector is one of the most attractive industries in China currently. The Directors consider the target investment is in the interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

Based on the unaudited management accounts as at 30 November 2016, the cash and bank balances of the Group (including margin deposits held in securities accounts) was approximately HK\$60.3 million, within which approximately HK\$36.9 million represented the net proceeds from exercise of the Outstanding Options in November 2016, after taking into account of the margin payables of approximately HK\$103.1 million, the Group had a negative cash position of approximately HK\$42.8 million as at 30 November 2016. In December 2016, the Company had utilised the net proceeds of approximately HK\$18.0 million from exercise of the Outstanding Options and approximately HK\$2.0 million for general working capital, the Directors estimated that the Company will have a cash and bank balance (including margin deposits held in securities accounts) of approximately HK\$92.7 million by 31 December 2016, after taking into account of the margin payables of approximately HK\$127.1 million, the Group had a negative cash position of approximately HK\$34.4 million as at 31 December 2016. The Directors estimated that the Group will not be able to meet the total working capital needs encompassing the estimated general working capital needs to be incurred for the next 12 months of approximately HK\$24.5 million and any further investment needs for the next 12 months, and such shortfall, if without other fund-raising exercises, will have to be met by cash realisation from listed securities. With the net proceeds from the Rights Issue of approximately HK\$405.6 million to be utilised for the investment in listed and unlisted securities as stated above, the Board estimated that the Group can satisfy its expected working capital needs for the next 12 months.

As at the Latest Practicable Date, the Group has not identified any specific investment targets and is not currently in negotiations for any possible investments.

As at the Latest Practicable Date, save for the Rights Issue, the Company does not have any other immediate plan or is not contemplating to have further fund raising for at least the next 12 months for financing its existing investments or any other new investments.

### EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (assuming no Shares or Consolidated Shares being issued or repurchased on or before the Record Date) as at the Latest Practicable Date and immediately after completion of the Rights Issue:

Shareholders	As at the Latest Practicable Date		Immediately after the Share Consolidation becoming effective but before completion of the Rights Issue		Immediately after completion of the Rights Issue and assuming all the Qualifying Shareholders take up their respective allotment of Rights Shares in full		Immediately after completion of the Rights Issue and assuming no Qualifying Shareholders take up any of the Rights Shares and the Underwriter takes up the Rights Shares to the maximum extent	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %
Underwriter (Note)	-	-	-	-	-	-	2,066,161,872	75.00
Public Shareholders	3,443,603,123	100.00	688,720,624	100.00	2,754,882,496	100.00	688,720,624	25.00
<b>Total</b>	<b>3,443,603,123</b>	<b>100.00</b>	<b>688,720,624</b>	<b>100.00</b>	<b>2,754,882,496</b>	<b>100.00</b>	<b>2,754,882,496</b>	<b>100.00</b>

---

## LETTER FROM THE BOARD

---

*Notes:*

The Underwriter has irrevocably undertaken to the Company in the Underwriting Agreement if the Underwriter or any of the sub-underwriter is required to take up the Rights Shares pursuant to their underwriting/sub-underwriting obligations: that (i) the Underwriter will not trigger a mandatory offer obligation under Rule 26 of Takeovers Code on the part of the Underwriter in respect of performing its obligations under the Underwriting Agreement; (ii) the Underwriter shall and shall cause the sub-underwriters to procure independent subscribers and/or places to take up such number of Rights Shares as necessary to ensure that the public float requirement are complied with; (iii) none of the persons to be procured by the Underwriter to subscribe for the Underwritten Shares not taken up will become Substantial Shareholder(s) immediately after completion of the Rights Issue; and (iv) the Underwriter shall use its reasonable endeavours to ensure that the subscribers for the Underwritten Shares not taken up shall be third parties independent of and not connected with the Company nor its Connected Persons and their respective associates.

### **FUND RAISING EXERCISES OF THE COMPANY FOR THE PAST TWELVE MONTHS**

The Company has not conducted any fund-raising activities in the past twelve months preceding the Latest Practicable Date.

### **WARNING OF THE RISKS OF DEALING IN SHARES, THE CONSOLIDATED SHARES AND NIL-PAID RIGHTS SHARES**

**The Rights Issue is conditional, inter alia, upon the fulfillment of the conditions set out under section headed “Conditions of the Rights Issue” in this circular. In particular, the Rights Issue is conditional, among others, upon:**

- (i) the Listing Committee of the Stock Exchange agreeing to grant the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms either unconditionally or subject to such conditions which the Underwriter, in its reasonable opinion, accepts and the subsequent satisfaction of such conditions (if any); and**
- (ii) the Underwriter having not terminated the Underwriting Agreement in accordance with the terms set out thereunder (set out in the section headed “Termination of the Underwriting Agreement” in this circular). If the conditions of the Rights Issue are not fulfilled on or before the Latest Time for Termination or if the Underwriter exercises its right to terminate the Underwriting Agreement pursuant to the terms therein, the Rights Issue may not proceed.**

**The Consolidated Shares will be dealt in on an ex-rights basis from 9:00 a.m. on Thursday, 9 February 2017. Dealings in the Rights Shares in their nil-paid form will take place from 9:00 a.m. on Wednesday, 22 February 2017 to 4:00 p.m. on Wednesday, 1 March 2017 (both dates inclusive). If the conditions of the Underwriting Agreement are not fulfilled or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed.**



---

## LETTER FROM THE BOARD

---

**Any Shareholders or other persons contemplating selling or purchasing Rights Shares in their nil-paid form during the period from 9:00 a.m. on Wednesday, 22 February 2017 to 4:00 p.m. on Wednesday, 1 March 2017 (both dates inclusive) who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in the Shares or the Consolidated Shares (as the case may be) up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of Termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from 9:00 a.m. on Wednesday, 22 February 2017 to 4:00 p.m. on Wednesday, 1 March 2017 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

The Board considers that the Rights Issue is in the interest of the Company and the Shareholders as a whole as: (i) Qualifying Shareholders have the option to subscribe the Rights Shares at their sole discretion; (ii) Qualifying Shareholders who do not take up their allotments can sell the nil-paid Rights Shares in the market; and (iii) the Rights Issue offers all the Qualifying Shareholders an equal opportunity to participate in the enlarged capital base of the Company and enables the Qualifying Shareholders to maintain their proportionate interests in the Company and continue to participate in the future development of the Company should they wish to do so.

Having considered and evaluated that all Qualifying Shareholders can have an equal opportunity to maintain their interests in the Company and that the Rights Issue will not increase the future finance costs of the Group, the Directors are of the view that raising funds by way of the Rights Issue is a better option over the other alternative fund-raising methods as set out above.

In view of the above, the Directors (excluding the independent non-executive Directors who will give their view on the Rights Issue after taking into account the advice of the Independent Financial Adviser) consider that the Rights Issue to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **LISTING RULES IMPLICATIONS**

In accordance with Rule 7.19(6) of the Listing Rules, as the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to the approval of the Independent Shareholders at the EGM by way of poll. Pursuant to Rule 7.19(6) (a) of the Listing Rules, the Rights Issue must be made conditional on approval by the Independent Shareholders in general meeting by a resolution on which any Controlling Shareholders and their associates or, where there are no Controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue.



---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, Sorrento Securities Limited and their respective close associates have no shareholding interests in the Company. Therefore, no parties mentioned in this paragraph shall be required to abstain from voting on the resolution(s) approving the Rights Issue at the general meeting.

### GENERAL

An Independent Board Committee of the Company, comprising Mr. Lam Kwan, Mr. Ong Chi King and Mr. Lee Ming Gin, all being the independent non-executive Directors, has been established to make recommendations to the Independent Shareholders in respect of the Rights Issue. Vinco Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

An EGM will be convened and held at 11:00 a.m. on 7 February 2017 at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Hong Kong for the Shareholders and the Independent Shareholders (as the case may be) to consider, and if thought fit, to approve, among other things, the proposed Share Consolidation and the proposed Rights Issue by way of poll.

The notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting should you so wish. Upon approval of the Rights Issue by the Independent Shareholders at the EGM and the Share Consolidation, the Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders as soon as practicable and the Prospectus will be despatched to the Excluded Shareholders for information only.

### RECOMMENDATION

The Directors (including the independent non-executive Directors after taking into account of the advice of Vinco Capital) are of the opinion that the Rights Issue is fair and reasonable and is in the interest of the Company and the Shareholders as a whole. The Directors also believe that the Share Consolidation is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders and/or the Independent Shareholders to vote in favour of all resolutions to be proposed at the EGM.

---

## LETTER FROM THE BOARD

---

Your attention is drawn to the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders set out on page 33 of this circular and the letter from Vinco Capital containing its recommendation to the Independent Shareholders and the principal factors which it has considered in arriving at its recommendation with regard to the Rights Issue, as set out on pages 34 to 60 of this circular.

### ADDITIONAL INFORMATION

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

Yours faithfully,  
By order of the Board  
**Capital VC Limited**  
**Chan Cheong Yee**  
*Executive Director*

---

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

---



CAPITAL  
VC LIMITED

首都創投有限公司

### Capital VC Limited 首都創投有限公司

*(Incorporated in the Cayman Islands with limited liability  
and carrying on business in Hong Kong as CNI VC Limited)*  
(Stock Code: 02324)

13 January 2017

*To the Shareholders*

Dear Sir or Madam,

#### PROPOSED RIGHTS ISSUE

We refer to the circular of the Company to the Shareholders dated 13 January 2017 (the “**Circular**”) of which this letter forms part. Capitalised terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed by the Board as members to constitute the Independent Board Committee and to advise the Independent Shareholders in respect of the Rights Issue.

Vinco Capital has been appointed to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Rights Issue is fair and reasonable as far as the Independent Shareholders are concerned and whether it is in the interests of the Company and the Shareholders as a whole. Details of its recommendation, together with the principal factors and reasons taken into consideration in arriving at such recommendation, are set out on pages 34 to 60 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 11 to 32 of the Circular.

Having considered the factors and reasons considered by, and the opinion of, Vinco Capital as set out in the “Letter from Vinco Capital” in the circular, we are of the opinion that the terms of the Rights Issue is fair and reasonable so far as the Independent Shareholders are concerned and 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 resolutions to be proposed at the EGM to approve the Rights Issue.

Yours faithfully,

For and on behalf of

Independent Board Committee

**Mr. Lam Kwan    Mr. Ong Chi King    Mr. Lee Ming Gin**

*Independent non-executive Directors*

---

## LETTER FROM VINCO CAPITAL

---

*The following is the text of a letter of advice from Vinco Capital to the Independent Board Committee and the Independent Shareholders in connection with the terms of the Rights Issue which has been prepared for the purpose of incorporation in this circular:*



**Grand Vinco Capital Limited**

Units 4909-4910, 49/F., The Center  
99 Queen's Road Central, Hong Kong

13 January 2017

*To the Independent Board Committee and the Independent Shareholders of  
Capital VC Limited*

Dear Sirs,

**PROPOSED RIGHTS ISSUE ON THE BASIS OF  
THREE RIGHTS SHARES FOR EVERY ONE CONSOLIDATED SHARE  
HELD ON THE RECORD DATE AT HK\$0.20 PER RIGHTS SHARE**

**A. INTRODUCTION**

We refer to our engagement as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the terms of the Rights Issue, details of which are set out in the "Letter from the Board" in the circular (the "Circular") issued by the Company to the Shareholders dated 13 January 2017 of which this letter forms part. Capitalised terms used in this letter shall have the same meanings ascribed to them in the Circular unless the context otherwise requires.

Reference is made to the Announcement and the Circular. The Company announced, among other things, subject to the Share Consolidation becoming effective, the Company proposes to raise approximately HK\$413.2 million before expenses (assuming no Consolidated Shares being issued or repurchased on or before the Record Date) by issuing 2,066,161,872 Rights Shares at the subscription price of \$0.20 per Rights Share on the basis of three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date and payable in full on acceptance.

As the Rights Issue will increase the issued share capital of the Company by more than 50%, in accordance with Rule 7.19(6) of the Listing Rules, the Rights Issue is subject to the approval of the Independent Shareholders at the EGM by way of poll. Pursuant to Rule 7.19(6)(a) of the Listing Rules, the Right Issue must be made conditional on approval by the Independent Shareholders in general meeting by a resolution on which any Controlling Shareholders and their associates or, where there are no Controlling Shareholders, the Directors (excluding independent non-executive Directors), and the chief executive of the Company and

---

## LETTER FROM VINCO CAPITAL

---

their respective associates shall abstain from voting in favour relating to the Rights Issue. As at the Latest Practicable Date, Sorrento Securities Limited and their respective close associates have no shareholding interests in the Company. Therefore, no parties mentioned in this paragraph shall be required to abstain from voting on the resolution(s) approving the Rights Issue at the general meeting.

An Independent Board Committee of the Company, comprising Mr. Lam Kwan, Mr. Ong Chi King and Mr. Lee Ming Gin, all being the independent non-executive Directors, has been established to make recommendations to the Independent Shareholders in respect of the Rights Issue. We have been appointed and have been approved by the Independent Board Committee, as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Rights Issue. In our capacity as the Independent Financial Adviser, our role is to give an independent opinion to the Independent Board Committee as to whether the terms of the Rights Issue is fair and reasonable as far as the Independent Shareholders are concerned and whether it is in the interests of the Company and the Shareholders as a whole and whether the Independent Shareholders should vote in favour of the resolutions to be proposed at the EGM to approve the Rights Issue.

We are not connected with the directors, chief executive and substantial shareholders of the Company or any of their respective subsidiaries or their respective associates and, as at the Latest Practicable Date, did not have any shareholding, directly or indirectly, in any of their respective subsidiaries or their respective associates and, as at the Latest Practicable Date, did not have any shareholding, directly or indirectly, in any member of the Group or any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group and therefore is considered suitable as defined under Rule 13.84 of the Listing rules to give an independent advice to the Independent Board Committee and the Independent Shareholders. Apart from normal professional fees payable to us in connection with this appointment, no arrangements exist whereby we will receive any fee or benefit from the Group and its associates. During the past two years, we have been appointed as an independent financial adviser to the Company regarding to proposed open offer (refer to the circular of the Company dated 26 May 2015), the professional fees in connection with these engagements have been fully settled. We are not aware of the existence of or change in any circumstances that would affect our independence. Accordingly, we consider that we are considered eligible to give independent advice on the Rights Issue.

### **B. BASIS OF OUR OPINION AND RECOMMENDATION**

In forming our opinion and recommendation, we have relied on the information, facts and representations contained or referred to in the Circular and the information, facts and representations provided by, and the opinions expressed by the Directors, management of the Company and its subsidiaries. We have assumed that all information, facts, opinions and representations made or referred to in the Circular were true, accurate and complete at the time they were made and continued to be true, accurate and complete as at the date of the Circular

---

## LETTER FROM VINCO CAPITAL

---

and that all expectations and intentions of the Directors, management of the Company and its subsidiaries, will be met or carried out as the case may be. We have no reason to doubt the truth, accuracy and completeness of the information, facts, opinions and representations provided to us by the Directors, management of the Company and its subsidiaries. The Directors have confirmed to us that no material facts have been omitted from the information supplied and opinions expressed. We have no reason to doubt that any relevant material facts have been withheld or omitted from the information provided and referred to in the Circular or the reasonableness of the opinions and representations provided to us by the Directors, management of the Company and its subsidiaries.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular 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 have relied on such information and opinions and have not, however, conducted any independent verification of the information provided, nor have we carried out any independent investigation into the business, financial conditions and affairs of the Group or its future prospect.

In formulating our opinion, we have not considered the taxation implications on Independent Shareholders in relation to the subscription for, holding or disposal of the Rights Issue, since these are particular to their individual circumstances. It is emphasised that we will not accept responsibility for any tax effects on, or liabilities of any person resulting from the subscription for, holding or disposal of the Rights Shares. In particular, Independent Shareholders subject to overseas taxation or Hong Kong taxation on securities dealings should consider their own tax position and, if in any doubt, should consult their own professional advisers. We consider that we have reviewed all currently available information and documents (particularly, (i) board minutes approving the Rights Issue; (ii) the Underwriting Agreement; (iii) the historical financial information of the Company for the year ended 30 June 2014, the fifteen months ended 30 September 2015 and the year ended 30 September 2016; and (iv) market comparables listed on the Stock Exchange in relation to rights issue), which are made available to us and enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our advice. Based on the foregoing, we confirm that we have taken all reasonable steps, which as applicable to the Rights Issue, as referred to in Rule 13.80 of the Listing Rules (including the notes thereto).

This letter is issued for the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Rights Issue, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

---

## LETTER FROM VINCO CAPITAL

---

### C. PRINCIPAL FACTORS AND REASON CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Rights Issue, we have considered the principal factors and reasons set out below:

#### 1. Background information of the Company

##### *Principal Business*

The Company is an investment company listed on the main board of the Stock Exchange under Chapter 21 of the Listing Rules. The Group is principally engaged in investing in listed and unlisted companies mainly in Hong Kong and the PRC.

##### *Historical financial information*

Set out below is a summary of the financial information on the Group as extracted from the annual report of the Company for the fifteen months ended 30 September 2015 (the “**2015 Annual Report**”) and the results announcement for the year ended 30 September 2016 (the “**2016 Results Announcement**”):

	For the year ended 30 September 2016 (audited) HK\$	For the fifteen months ended 30 September 2015* (audited) HK\$	For the year ended 30 June 2014 (audited) HK\$
<b>Consolidated statement of profit or loss and other comprehensive income</b>			
Revenue	(235,969,328)	406,671,315	136,230,385
(Loss)/Profit for the period/year attributable to equity holders of the Company	(207,005,629)	297,480,979	72,565,143
	<b>As at 30 September 2016 (audited) HK\$</b>	<b>As at 30 September 2015 (audited) HK\$</b>	<b>As at 30 June 2014 (audited) HK\$</b>
<b>Consolidated statement of financial position</b>			
Total assets	1,230,257,810	1,633,577,444	751,912,182
Total liabilities	108,965,838	299,667,173	65,700,698
Net assets	1,121,291,972	1,333,910,271	686,211,484

*Source: 2015 Annual Report and 2016 Results Announcement*

---

## LETTER FROM VINCO CAPITAL

---

\* *The Company changed its financial year end date from 30 June to 30 September in order to align the Company's financial year end date with that of its principal associate, CNI Bullion Limited which is the Group's substantial investments. Accordingly, the annual financial period covered a fifteen-month period from 1 July 2014 to 30 September 2015 and the comparatives covered the year ended 30 June 2014.*

### ***Audited consolidated results for the fifteen months ended 30 September 2015 and the year ended 30 June 2014***

As disclosed in the 2015 Annual Report, the Group reported a turnover of approximately HK\$406.7 million for the fifteen months ended 30 September 2015 ("Year 2015") (Year ended 30 June 2014 ("Year 2014"): HK\$136.2 million) and net profit attributable to equity holders of the Company of approximately HK\$297.5 million (Year 2014: HK\$72.6 million). During the Year 2015, the Group's performance in financial assets investment largely improved and recognised a profit of approximately HK\$397.7 million (Year 2014: HK\$134.7 million). In line with encouraging performance of the financial assets investment, the performance of the Group's investments in bullion trading business improved during Year 2015. Profit of approximately HK\$2.2 million (Year 2014: loss of HK\$56.9 million) was shared to the Group in the Year 2015. As a result of the improving performance of financial assets investment and the outstanding financial performance of CNI Bullion Limited, the Group's net profit significantly improved from approximately HK\$72.6 million for the Year 2014 to approximately HK\$297.5 million for the Year 2015.

As at 30 September 2015, the Group recorded total assets, total liabilities and equity attributable to owners of the Company of approximately HK\$1,633.6 million, HK\$299.7 million and HK\$1,333.9 million, respectively.

### ***Audited consolidated results for the year ended 30 September 2016 and the fifteen months ended 30 September 2015***

For the year ended 30 September 2016 ("Year 2016"), the Group reported a negative turnover of approximately HK\$236.0 million (Year 2015: positive turnover of HK\$406.7 million) and net loss attributable to equity holders of the Company of approximately HK\$207.0 million (Year 2015: profit of HK\$297.5 million). The changes in the Group's turnover and results are principally due to the unstable performance of listed securities held by the Group. The Group recorded a net loss on listed securities investment of approximately HK\$240.6 million during the Year 2016 (Year 2015: profit of HK\$397.7 million). As a result of the retrogressive performance of financial assets investment and the CNI Bullion Limited, the Group's associate, the Group's net results changed from profit of approximately HK\$297.5 million for the Year 2015 to loss of approximately HK\$207.0 million for the Year 2016.



---

## LETTER FROM VINCO CAPITAL

---

As at 30 September 2016, the Group recorded total assets, total liabilities and equity attributable to owners of the Company of approximately HK\$1,230.3 million, HK\$109.0 million and HK\$1,121.3 million, respectively.

### **2. Reasons for the Rights Issue and proposed use of proceeds**

As stated in the Letter from the Board, pursuant to the “Guide of Trading Arrangement for Selected Types of Corporate Actions” issued by the Hong Kong Exchange and Clearing Limited on 28 November 2008 and updated on 6 January 2012 (“the Guideline”), the expected board lot value per board lot should be greater than HK\$2,000 taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, the share price of the Company is HK\$0.048 per Share, with a board lot size of 20,000 Shares, the Company is trading under HK\$2,000 per board lot. For the purpose of reducing transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes the Share Consolidation. We are of the view that the Rights Issue will be conducted after the Share Consolidation not only could comply with requirements from the Guideline but also could reduce the transaction cost per transaction and the registration costs. Therefore, the Rights Issue will be conducted after the Share Consolidation is considered fair, reasonable and in the interests of the Company and the Shareholders as a whole.

As stated in the Letter to the Board, the Group enlarged its investment portfolio in the fiscal year 2015/16 by investing two unlisted investments of HK\$106.3 million and further investing in an unlisted investment of HK\$13 million. In addition, increasing in investments in listed securities, net of disposal, of approximately HK\$14.6 million, reduction in advance to an associate of the Group of approximately HK\$22.4 million, which is interest-bearing at 8 percent per annum and the full settlement of a payable for acquisition for listed investment of approximately HK\$116.0 million in 2015/16, led to the decrease in the Group’s net cash position over the fiscal year 2015/16. The Group has recorded cash and bank balance of approximately HK\$13.4 million, margin deposits held in securities accounts of approximately HK\$4.7 million and margin payables of approximately HK\$102.3 million, which represented a net negative cash position of approximately HK\$84.2 million as at 30 September 2016.

As stated in the Letter from the Board, the Directors consider that the Group does not necessarily generate extensive cash income from operations as the Company is an investment company under Chapter 21 of the Listing Rules. As discussed with the Directors, they consider that the cash position on hand will not be sufficient for the Group to capture suitable investment opportunities which may arise any time for expanding its investment portfolios and business and continue the growing performance without additional funding. As such, the Group would like to raise addition capital to equip itself with a healthier and stronger capital base to further invest in both the securities market and for future strategic investments when suitable opportunities arise to produce a satisfactory

---

## LETTER FROM VINCO CAPITAL

---

result. Having considered that (i) the conditions or sentiment of capital markets are still optimistic, should unlisted and/or listed investment opportunities arise, investment decisions have to be made promptly. If the Group does not have sufficient resources to finance such investment opportunities, the Group may lose chance to capture the growth of the investments and (ii) the Company recorded a net negative cash position of approximately HK\$84.2 million as at 30 September 2016, therefore we are of the view that the Group is in the genuine need for funding for their potential investment in listed and unlisted securities as investment opportunities may not be available for a period of time or wait until the Group has obtained sufficient funding. Sufficient immediately available funding can allow the Group to respond promptly should such investment opportunities arise.

### *Use of Proceeds*

Assuming all the Qualifying Shareholders taking up their entitlement under the Rights Issue, The Company will receive gross proceeds of approximately HK\$413.2 million. The estimated net proceeds from the Rights Issue after deducting all necessary expenses of approximately HK\$7.6 million, will be approximately HK\$405.6 million, assuming no material fluctuations in the stock market. The Company intends to apply net proceeds from the Rights Issue in the following manner:

- i) approximately HK\$337.0 million for the investment in listed securities in various industries in Hong Kong within six months from the date of receiving the proceeds from the Rights Issue;
- ii) approximately HK\$60.0 million for the investment in unlisted securities in various industries mainly in Hong Kong and the PRC within one year from the date of receiving the proceeds from the Rights Issue; and
- iii) the remaining of approximately HK\$8.6 million for general working capital needs (being “general and administrative expenses and financial expenses before depreciation”) of the Group within 8 months from the date of receiving the proceeds from the Rights Issue.

We noted that a majority of the estimated net proceeds will be utilized to invest in listed and unlisted securities in various industries. Making reference to the investment policies adopted by the Company as stated in Appendix IV of the Circular, we noted that investment in listed and unlisted companies engaged in different industries including but not limited to media and entertainment, financial services, construction and property development, information technology and medical and health care. This helps to maintain a balance in the Company’s exposure to different industry sectors in order to minimize the effect on the Company of any downturn in any particular sector. After discussed with the management of the Company, we noted that the proposed investments in the industries mentioned above do not override the

---

## LETTER FROM VINCO CAPITAL

---

Company's investment policies. In addition, as confirmed by the Directors, the net results of the Group for the listed securities in these five industries was approximately HK\$67.8 million and HK\$217.9 million for the year ended 30 September 2016 and the fifteen months ended 30 September 2015, respectively. As described in above, the Company therefore has experience in those industries before. We also noted that the Company tends to invest in the listed and unlisted companies in different industries. This could diversify the investment portfolio of the Company and reduce risks for investing for only one sector.

We have taken into account the major reasons as to the Company's intentions to invest in the industries mentioned above. The Company had identified that the said industries are fast growing economy in China, and with a population of 1.3 billion, China plays an important and influential role in the global economy. The Company had indicated in their analysis that with the securities trading activities in all Shanghai, Shenzhen and Hong Kong are becoming more frequent, and with the mention of the Shanghai-Hong Kong Stock Connect and the confirmed opening of Shenzhen-Hong Kong Stock Connect on 5th December 2016, the Company had produced reasoning for its intentions to invest in the financial services industry. The Company had also indicated smartphones becoming a new method of trading securities, and partially becoming an essential element in everyday life. The Company had therefore produced its reasoning to include information technology as one of their intended industries to invest in.

The Company had noted that with such fast growing economy and its large population, the expectations of the people's livelihood needs in China would like-wise increase. The Company had identified the success of the media and entertainment industry in China by mentioning the results brought by the box office as well as the Shanghai Disney Resort. We have reviewed the 12th Five-Year Plan and 13th Five-Year Plan, and we are of view that railway development is much supported in China, hence the intentions to invest in the construction industry to be deemed reasonable. We have also noted the uprising property prices of both Hong Kong and first-tier cities in China, and therefore we are of view of the reasoning to invest in the property industry.

Having considered China being the world's largest population, the Company had mentioned a rise of the aged population throughout the past 30 years. Although the Chinese Government had formally abolished the one-child policy with the replacement of a two-child policy, the Company had taken into account that the ageing problem would continue for a couple of decades. The Company therefore deduced with its reasoning that the needs of medical and health care in China would continue to be sought after, and had arrived to the conclusion that said medical and health care industry would be one of the intended industries to invest in.

---

## LETTER FROM VINCO CAPITAL

---

In view of the above, the Company had indicated reasons for its intentions to invest in listed and unlisted companies engaged in the industries including but not limited to media and entertainment, financial services, construction and property development, information technology and medical and health care. We are of view that the above industries that the company intends to invest the net proceeds from the Rights Issue is fair and reasonable in the interest of the Company and the Shareholders as a whole.

The remaining part of the estimated net proceeds is intended for general working capital of the Group. After reviewing the working capital forecast of the Company, approximately HK\$24.5 million of working capital (i.e. audit fee, rental and salaries etc.) is required for the next 12 months. With reference to the existing cash and bank balances, other internally generated funds, the available backing facilities and the estimated net proceeds from the Rights Issue, the Directors are of the opinion that the Company would be able to support its working capital for at least the next 12 months. However, as discussed above, the current cash level may not be sufficient to support increase in the size of Company's investment portfolio, it will require additional cash to make investments.

Owing to the business nature of the Group, being an investment company, the Group requires extensive cash to grow. Unlike other companies with regular cash revenues from operations, investments of investment companies under Chapter 21 of the Listing Rules do not necessarily generate sufficient cash for its operations and its cash position is largely dependent on the market conditions and its investment strategies. The Group's revenues mainly comprise of amounts received and receivable on investments, net profit/loss on financial assets at fair value through profit or loss, dividend income and interest income. As mentioned above, the Group has recorded a net negative cash position of approximately HK\$84.2 million as at 30 September 2016. Should there be any change in the market value or fair value of the investments or the investment conditions becomes aversive, there is a risk that the Group may not generate sufficient cash for its business expansion. With the view of increasing the size of its investment portfolio and taking into account the net negative cash position of the Group of approximately HK\$84.2 million as at 30 September 2016, the Directors consider that the financial resources will not be sufficient for the Group to capture suitable investment opportunities which may arise any time for expanding its investment portfolios and business and continue the growing performance without additional funding. Therefore, we are of the view that there is a need for the Group to raise additional capital for its operations and equip itself with a healthier and stronger capital base to further invest in the securities market and for future strategic investments when suitable opportunities arise.

---

## LETTER FROM VINCO CAPITAL

---

As stated in the Letter from the Board, save for the aforesaid industry sectors, the Group has not identified any specific investment targets and is not currently in negotiations for any possible investments. In the event that suitable investments are not identified after completion of the Rights Issue, the Company will place the proceeds from the Rights Issue with financial institution in Hong Kong and such proceeds will be reserved for the future investments when suitable investment opportunities arise. Although the Company has not identified any specific investment targets, the investment opportunities may arise anytime. As an investment company, the Group should have sufficient financial resources ready for the chance of making investments that maybe due to sudden change in financial market sentiment or the global economic environment which are outside the control of the Group.

Based on the unaudited management accounts as at 30 November 2016, the cash and bank balances of the Group (including margin deposits held in securities accounts) was approximately HK\$60.3 million, within which approximately HK\$36.9 million represented the net proceeds from the exercise of the Outstanding Options in November 2016, after taking into account of the margin payables of approximately HK\$103.1 million, the Group had a negative cash position of approximately HK\$42.8 million as at 30 November 2016. In December 2016, the Company had utilised the net proceeds of approximately HK\$18.0 million from exercise of the Outstanding Options and approximately HK\$2 million for general working capital, the Directors estimated that the Company will have a cash and bank balance (including margin deposits held in securities accounts) of approximately HK\$92.7 million by 31 December 2016 after taking into account of the margin payables of approximately HK\$127.1 million, the Group had a negative cash position of approximately HK\$34.4 million as at 31 December 2016. The Directors estimated that the Group will not be able to meet the total working capital needs encompassing the estimated general working capital needs to be incurred for the next 12 months of approximately HK\$24.5 million and any further investment needs for the next 12 months, and such shortfall, if without other fund-raising exercises, will have to be met by cash realisation from listed securities. With the net proceeds from the Rights Issue of approximately HK\$405.6 million to be utilised for the investment in listed and unlisted securities as stated above, the Board estimated that the Group can satisfy its expected working capital needs for the next 12 months. Therefore, we are of the view that even the Company has not identified any specific investment targets, the Group still has a funding need to expand its fund size and investment portfolio in order to sustain its performance.

Taken into consideration of the funding needs of the Group to expand its fund size for investment purposes as mentioned above, we are of the view that the estimated net proceeds from the Rights Issue will be utilized to invest in accordance to the investment objectives and policies of the Group and the intended utilization of the net proceeds from the Rights Issue is fair and reasonable.

---

## LETTER FROM VINCO CAPITAL

---

### *Financial alternatives*

As stated in the Letter from the Board, the management of the Company had also considered other means of fundraising, including alternative means of equity financing (such as placing of new shares) and debt financing. Although the Rights Issue may have involved extra administrative costs, it would enable the Qualifying Shareholders to trade in the nil-paid rights in the market for economic benefits. After discussing with the management of the Company, we noted that the Rights Issue give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Group.

In addition to the equity financing, the Directors are also of the opinion that bank borrowing and/or debt financing will usually incur interest burden on the Group and may not be achievable on favourable terms on a timely basis, due to possibility of being subject to, including but not limited to, lengthy due diligence and negotiations with banks as well as pledge of assets by the Group. Given the fluctuating financial performance of the Group, the Directors are of the view that it may be difficult to obtain bank borrowings/debt financing with terms which the Group considers acceptable, and incurring additional debts will increase the Group's liabilities burden compared to Rights Issue. In addition, as discussed with management of the Company regarding the combination of funding measures in the form of both consideration issue and/or promissory note, we noted that the consideration issue will bring dilution effect to the existing Shareholders while the issue of promissory notes or other means of debt instrument will incur liabilities and interest burden to the Group. As such, we consider that (i) the other means of equity financing, (ii) debt financing and (iii) combination of equity and debt financing are not in the interests of the Company and Shareholders; therefore, we thus concur with the Director's view that the Rights Issue is a suitable source of financing over the aforementioned alternatives.

In view of the above, raising funds by way of the Rights Issue is (i) more cost effective and time efficient; (ii) beneficial to the Company and its Shareholders as a whole than placing of new shares; (iii) prudent to finance the Group's long term growth by long term financing, preferably in the form of equity; and (iv) does not incur any financial costs. We are of the view that the Rights Issue which subject to the approval of the Independent Shareholders is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

---

## LETTER FROM VINCO CAPITAL

---

### 3. Principal terms of Rights Issue

#### *Issue Statistics*

Basis of Rights Issue:	Three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date
Subscription Price:	HK\$0.20 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	3,443,603,123 Shares
Number of Consolidated Shares expected to be in issue as at the Record Date:	688,720,624 Consolidated Shares (assuming no Consolidated Shares being issued or repurchased on or before the Record Date)
Number of Rights Shares:	2,066,161,872 Rights Shares (assuming no Consolidated Shares being issued or repurchased on or before the Record Date)
	The aggregate nominal value of the Rights Shares is HK\$51,654,046.80
Number of enlarged Consolidated Shares in issue upon completion of the Rights Issue:	2,754,882,496 Consolidated Shares (assuming no Consolidated Shares being issued or repurchased on or before the Record Date)

Based on the existing issued share capital of the Company and assuming the Share Consolidation becomes effective, and assuming that no Consolidated Shares will be issued or bought repurchased by the Company on or before the Record Date, a total of 2,066,161,872 Rights Shares will be issued and allotted upon the completion of the Rights Issue, representing 300% of the issued share capital of the Company immediately before the Rights Issue and 75% of the issued share capital of the Company as enlarged by the issue of the Rights Shares.

The Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into new Shares or Consolidated Shares as at the Latest Practicable Date.

---

## LETTER FROM VINCO CAPITAL

---

### *Subscription Price*

The Subscription Price of HK\$0.20 per Rights Share, payable in full by the Qualifying Shareholders upon acceptance. The Subscription Price represents:

- (a) a discount of approximately 50.00% to the theoretical closing price of approximately HK\$0.40 per Consolidated Share, based on the closing price of HK\$0.08 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation;
- (b) a discount of approximately 48.05% to the average theoretical closing price of approximately HK0.385 per Consolidated share, based on the average closing price of HK\$0.077 per Share as quoted on the Stock Exchange for the last five consecutive trading days including and up to the Last Trading Day and adjusted for the effect of the Share Consolidation;
- (c) a discount of approximately 88.71% to the unaudited consolidated net assets value per Consolidated Share of approximately HK\$1.771 per as at 30 September 2016, based on 626,120,624 Consolidated Shares in issue as at the Last Trading Day and adjusted for the effect of the Share Consolidation;
- (d) a discount of approximately 20.00% to the theoretical ex-rights price of approximately HK\$0.25 per Consolidated Share, based on the closing price of HK\$0.08 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation; and
- (e) a discount of approximately 16.67% to the theoretical closing price of approximately HK\$0.24 per Consolidated Share, based on the closing price of HK\$0.048 per Share as quoted on the Stock Exchange on the Latest Practicable Date and adjusted for the effect of the Share Consolidation.

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to the low trading liquidity of the Shares for the recent 10 months, the prevailing market prices of the existing Shares and the market conditions and the future funding needs for the business development of the Group. For further factors that the Company has considered in coming up with the current subscription ratio for the Rights Issue and the Subscription Price, please refer to section headed "Basis of determining the Subscription Price" in the Letter from the Board.



---

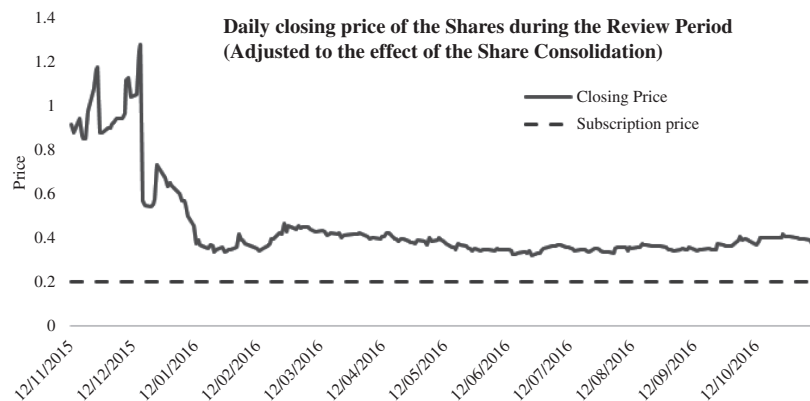
## LETTER FROM VINCO CAPITAL

---

In view of the above, the Board considers the terms of the Rights Issue, including the subscription ratio, and the Subscription Price which has been set a discount to the theoretical closing price of the Shares as at the Last Trading Date with an objective to encourage existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The estimated net proceeds from the Rights Issue after expenses and fees will be approximately HK\$405.6 million (assuming no Consolidated Shares being issued or repurchased on or before the Record Date) and, accordingly, the estimated net price per Rights Share after expenses and fees of the Rights Issue will be approximately HK\$0.196.

In order to assess the fairness and reasonableness of the Subscription Price, we have reviewed the movements in the closing price of the Shares during the period from 12 November 2015, being twelve months immediately preceding the date of the Underwriting Agreement, to the Last Trading Day (the “Review Period”). We consider that a period of twelve months is adequate to illustrate the recent price movements of the Shares for conducting a reasonable comparison between the closing price of the Shares and the Subscription Price. The closing prices of the Shares during the Review Period are depicted in Chart 1 below:

**Chart 1: Closing prices of the Shares during the Review Period**



Source: The Stock Exchange

For illustrative purpose, we have adjusted the closing price of the Share and assumed that the Share Consolidation take effect from the beginning of the Review Period. As illustrated in the chart above, the historical trading prices of the Shares exhibit a stable trend as of 23 December 2015 as a result of the Bonus Issue and the adjustments made thereof.

---

## LETTER FROM VINCO CAPITAL

---

As illustrated in the above chart, the highest and the lowest closing price of the Shares in the Review Period were HK\$1.28 (on 16 December 2015) and HK\$0.32 (on 24 June 2016) respectively with an average closing price of the Shares of approximately HK0.45. The Subscription Price represents a discount of approximately 84.4% and 37.5% to the highest and lowest closing price of the Shares in the Review Period respectively and a discount of approximately 55.6% to the average closing price of the Shares in the Review Period.

We noted that it is a common market practice that the subscription price of a rights issue normally represents a discount to the past and prevailing market prices of the relevant shares, in order to enhance the attractiveness of a rights issue exercise and to encourage the qualifying shareholders to participate in a rights issue and maintain their respective pro-rata shareholding interests for the future growth of the Company. Hence, we considered the fact that the Subscription Price is lower than the prevailing market prices of the Shares is in line with general practice and is acceptable.

We have also reviewed the historical trading volume of the Shares during the Review Period. The number of trading days, average daily trading volume of the Shares and the percentages of daily trading volume of the Shares as compared to the total number of issued Shares and the Shares held by the public during the Review Period are shown in Table 1 below.

---

**LETTER FROM VINCO CAPITAL**

---

**Table 1: Historical average daily trading volume of the Shares**

	Total trading volume of the Shares in the period/month	Number of trading days in the period/ month	Average daily trading volume of the Shares in the period/month (Shares)	Number of issued Shares as at end of the period/ month (Shares)	Approximate % of average daily trading volume to the number of issued Shares as at end of the period/ month (%) (Note 3)
<b>2015</b>					
November <sup>(Note 1)</sup>	1,004,501,551	13	77,269,350	1,565,099,733	4.94
December	6,799,853,759	22	309,084,262	1,565,221,684	19.75
<b>2016</b>					
January	2,116,444,128	20	105,822,206	3,130,601,904	3.38
February	1,252,897,085	18	69,605,394	3,130,601,904	2.22
March	462,887,024	21	22,042,239	3,130,601,904	0.70
April	152,533,000	19	8,028,053	3,130,603,123	0.26
May	207,525,500	21	9,882,167	3,130,603,123	0.32
June	84,190,000	21	4,009,048	3,130,603,123	0.13
July	63,846,400	20	3,192,320	3,130,603,123	0.10
August	187,192,800	22	8,508,764	3,130,603,123	0.27
September	130,806,000	21	6,228,857	3,130,603,123	0.20
October	228,418,800	19	12,022,042	3,130,603,123	0.38
November <sup>(Note 2)</sup>	34,910,390	9	3,878,932	3,130,603,123	0.12

Source: The Stock Exchange

Notes:

1. The Review Period commenced on 12 November 2015.
2. The Review Period ends on 11 November 2016.
3. Based on the total number of issued Shares as at end of the period/month.

For illustrative purpose, Table 1 demonstrates that during the Review Period, the average daily trading volume of the Shares was in the range of approximately 0.10% to approximately 19.75% of the total number of issued Shares as at the Latest Practicable Date. The above statistics show that the liquidity of the Shares was relatively low during the Review Period.

---

## LETTER FROM VINCO CAPITAL

---

Regarding the liquidity of the Shares, as shown in the table above, the highest average daily volume was approximately 309.1 million Shares in December 2015, representing approximately 19.75% of the total number of Shares as at the end of the month. After our discussion with the management of the Company, the increase in trading liquidity of the Shares might be as a result of the Bonus Issue and the adjustments in relation to the Outstanding Warrants. We also note that during the Review Period, the trading liquidity of the Shares were very thin from March 2016 to November 2016, with less than 1% to the then total number of issued Shares as at the end of the period/month.

As discussed in the section headed “Comparison with other rights issues” below, we noted that it is a common market practice that, in order to enhance the attractiveness of rights issue to existing shareholders, the subscription price represents a discount to the prevailing market prices of the relevant shares. As such, we consider that the setting of the Subscription Price at a discount to the theoretical closing price of the Shares as at the Last Trading Day is in line with general market practice.

### *Comparison with other rights issues*

To further assess the fairness and reasonableness of the Rights Issue, we have selected and identified a list of 15 rights issues conducted by companies (the “**Comparables**”) listed on the Stock Exchange for the four months period from 12 July 2016 to 11 November 2016 (the “**Comparable Period**”), which is considered to be exhaustive, for comparison purpose. We are of the view that the Comparable Period would provide us with the recent relevant information on the market sentiment, which plays an important role in the determination of the subscription price of a rights issue in general. We also noted that the business activities of the Comparables are not directly comparable to those carried out by the Group and the terms of the rights issue of the Comparables may vary from companies with different financial standings, business performance and future prospects. Since the Comparables are the recent transactions announced to the public, we consider that the Comparables could

---

## LETTER FROM VINCO CAPITAL

---

represent the recent trend of the rights issue transactions in the prevailing market condition and could provide a general reference for the terms of the Rights Issue. Our relevant findings are summarised in the table below:

Date of announcement	Company	Stock Code	Basis of provisional allotment	(Discount) of subscription price to the closing price on the last trading date prior to the release of rights issue announcement (Approximate %) (Note 3)	(Discount) of subscription price to the theoretical ex-entitlement price on the last trading date prior to the release of rights issue announcement (Approximate %) (Note 4)	Underwriting Commission (%)
12/07/2016	Universe International Holdings Limited	1046	2 for 1	(25.00)	(10.04)	3.0
09/08/2016	GT Group Holdings Limited	263	1 for 2	(32.43)	(24.24)	3.0
12/08/2016	Enterprise Development Holdings Limited	1808	3 for 1	(56.00)	(24.10)	3.0
19/08/2016	Chinese Food and Beverage group Limited	8272	9 for 1	(45.83)	(7.80)	2.5
02/09/2016	Tai United Holdings Limited	718	2 for 1	(4.76)	(3.18)	2.0
07/09/2016	Chinlink International Holdings Limited	997	5 for 1	(76.19)	(34.75)	2.0
20/09/2016	Sun Century Group Limited	1383	3 for 1	(20.00)	(6.10)	3.0
25/09/2016	Advanced Card Systems Holdings Limited	2086	1 for 8	(26.00)	(24.00)	4.0
13/10/2016	Eminence Enterprise Limited	616	3 for 1	(33.12)	(6.00)	1.0
17/10/2016	Zhuguang Holdings Group Company Limited	1176	1 for 3	(39.39)	(32.77)	Undisclosed (Note 1)
20/10/2016	Heng tai Consumables Group Limited	197	1 for 1	(17.20)	(9.40)	3.5
28/10/2016	Mason Financial Holdings Limited	273	6 for 5	(45.40)	(27.40)	0.28 (Note 2)
01/11/2016	MMG Limited	1208	1 for 2	(26.80)	(19.60)	2.75
04/11/2016	China New Economy Fund Limited	80	3 for 2	(31.00)	(11.50)	3.5
08/11/2016	Victory City International Holdings Limited	539	1 for 2	(30.56)	(22.60)	1
			<b>Minimum</b>	(4.76)	(3.18)	0.28
			<b>Maximum</b>	(76.19)	(34.75)	4.0
			<b>Average</b>	(33.98)	(17.57)	2.47
	<b>The Company</b>	2324	3 for 1	(50.00)	(20.00)	1.50

*Source: The Stock Exchange*

*Notes:*

1. The underwriting commission is not disclosed in the initial announcement of the Rights Issue Comparable.
2. The underwriter will receive a fixed underwriting commission of HK\$8 million. The commission percentage has been calculated with the gross proceeds of the Rights Issue of HK\$2,876 million.

---

## LETTER FROM VINCO CAPITAL

---

3. The discount of the closing price is calculated by subtracting the closing price from the subscription price, and divided by the closing price. Taking the Company's as an example, (the subscription price – the theoretical closing price per consolidated share)/(the theoretical closing price per consolidated share) (i.e.  $(0.2 - 0.4)/(0.4) = -50\%$ ).
4. The theoretical ex-entitlement price is calculated by adding the market value of all the issued shares (based on the closing price of the shares on the last trading day) with the gross amount of subscription proceeds expected to be received from the rights issue (before expenses), and then divided by the total number of issued shares as enlarged by the rights issue. Taking the Company's as an example, in case of every 3 rights share for every 1 consolidated share,  $(3 \times \text{the subscription price}) + 1 \times (\text{the theoretical closing price per consolidated share based on the closing price per share})/(3+1)$  (i.e.  $(3 \times \text{HK\$}0.20 + 1 \times \text{HK\$}0.4)/(3+1) = 0.25$ .) The discount of the theoretical ex-entitlement price is calculated by subtracting the theoretical ex-entitlement price from the subscription price, and then divided by the theoretical ex-entitlement price. Taking the Company's as an example,  $(\text{the subscription price} - \text{the theoretical ex-entitlement price per consolidated share})/(\text{the theoretical ex-entitlement price})$  (i.e.  $(0.20-0.25)/(0.25) = -20\%$ ).

Given that the rights issue exercises of the Comparables were not announced on the same trading date, and that the determination of subscription prices of the rights issue exercises were also made with reference to the arm's length commercial negotiation between the companies and the underwriters, the share price performance, financial positions of the companies and the then prevailing market condition, we are of the view that selecting the discount of subscription price to the closing price and/or the theoretical ex-entitlement price on the last trading date prior to the release of rights issue announcement will set the benchmark for us to compare for the recent market practice in relation to the setting of subscription price under other proposed rights issue. Based on the above table, we noted that (i) the subscriptions prices to the closing price on the last trading day prior to the rights issue announcement of the Comparables ranged from a minimum discount of approximately 4.76% to a maximum discount of approximately 76.19%, with the mean at discount of approximately 33.98%. The discount of the Subscription Price of the Rights Issue to the closing price of the Consolidated Shares on the Last Trading Day and adjusted for the effect of the Share Consolidation is approximately 50%, which is within the range of the Comparables and higher than the mean of the Comparables. Comparison made between the Comparables for their subscription prices to the closing prices on the last trading date prior to the release of rights issue announcement is to indicate that some Comparables also set their issue price of the rights shares at a deeper discount to the prevailing markets prices of the relevant shares before the relevant announcements; and (ii) the subscription prices to the theoretical ex-entitlement prices per share based on the last trading day prior to the rights issue announcement of the Comparables ranged from a minimum discount of approximately 3.18% to a maximum discount of approximately 34.75%, with the mean at a discount of approximately 17.57%. The discount of the Subscription Price of the Rights Issue to the theoretical ex-entitlement price per Consolidated Share is approximately 20%, which is within the range of the

---

## LETTER FROM VINCO CAPITAL

---

Comparables and higher than the mean of the Comparables. Comparison made between the Comparables for their subscription prices to the theoretical ex-entitlement price on the last trading date prior to the release of the rights issue announcement is to further indicate that 8 out of 15 proposed rights issue in the Comparables set the issue price of the rights shares at a discount deeper than the average discount of the Comparables.

As previously mentioned, we have noted that during the Review Period, the trading liquidity of the Shares were very thin from March 2016 to November 2016, with less than 1% to the then total number of issued Shares as at the end of the period/month, and the downward trend of the prevailing market prices of the existing Shares in the past twelve months as well as the above Comparables analysis, we are of view that the higher discount enhances the attractiveness of the rights issue exercise and to encourage the qualifying shareholders to participate in the rights issue and maintain their respective pro-rata shareholding interests for the future growth of the Company.

Having considered that (i) the section headed in “Reasons for the Rights Issue and use of proceeds”; (ii) the discount represented by the Subscription Price to the closing price of the Consolidated Shares on the Last Trading Day (adjusted for the effect of the Share Consolidation) falls within the relevant range of the Comparables; (iii) the common practice by the Comparables to set their rights issue at a discount to the prevailing market prices of the relevant shares before the relevant announcements; (iv) all Qualifying Shareholders allow to maintain their respective pro rata shareholding in the Company and to participate in the future growth and development of the Group; (v) it is common for the listed issuers in Hong Kong to offer large discount on the subscription prices to the shareholders in order to increase the attractiveness of a rights issue exercise; and (vi) the recent volatile market sentiment partly due to the trend of interest rate, the exit of United Kingdom from the European Nation and the United States presidential election, for which may provide an unforeseeable volatility of the market, and hence the lessened likelihood of trading activities during the conditions of said unforeseeable volatility of the market, we are of the view that the discount of the Subscription Price is fair and reasonable, and thus is in the interests of the Company and the Shareholders as a whole.

---

## LETTER FROM VINCO CAPITAL

---

### **4. Underwriting Agreement**

We have reviewed the Underwriting Agreement, we noted that the Company will pay the Underwriter an underwriting commission of 1.5% of the aggregate Subscription Price in respect of the maximum number of the Underwritten Shares agreed to be underwritten by the Underwriter as determined on the Record Date. The commission rate was determined after arm's length negotiation between the Company and the Underwriter by reference to the market rate, the size of the Rights Issue and the current and unexpected market condition.

With reference to the above paragraph headed "Comparison with other rights issue", the underwriting commission of the Comparables ranged from 0.28% to 4.0% with a mean of approximately 2.47%. On this basis, we noted that the underwriting commission under the Underwriting Agreement is lower than the mean and falls within the range of the commission of the Comparables. As such, we are of the view that the commission charged by the Underwriter is under normal circumstances terms and is fair and reasonable so far as the Company and the Shareholders are concerned.

### **5. Termination of the Underwriting Agreement**

It should also be noted that the Rights Issue would not proceed if the Underwriter exercises their termination rights under the Underwriting Agreement. Details of the provisions granting the Underwriter such termination rights are included in the Circular section headed "Termination of the Underwriting Agreement". After reviewing the announcement and/or the circulars of the Comparables, we consider such provisions are on normal commercial terms and in line with the market practice.

### **6. Application for excess Rights Shares**

As stated in the Letter from the Board, the Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted. Any Qualifying Shareholder wishing to apply for any Rights Shares in addition to his/her/its provisional allotment must complete and sign the EAF as indicated thereon and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the share registrar and transfer office of the Company at Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by no later than 4:00 p.m. on Monday, 6 March 2017.



---

## LETTER FROM VINCO CAPITAL

---

The Directors will allocate the excess Rights Shares on a fair and equitable basis. Subject to availability of the excess Rights Shares, the excess Rights Shares will be allocated to those who have applied for excess Rights Shares on a pro rata basis by reference to the number of excess Rights Shares being applied for under each application. There is no odd lot arrangement after the excess Rights Shares are allotted. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs if greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares in full application. No preference will be given to topping up odd lots to whole board lots. Please refer to the section headed “Application for excess Rights Shares” of the Letter from the Board for more details.

Based on our review of the basis of allocation, we are not aware of any unusual arrangement as compared to the Comparables. We therefore consider that such allocation basis is consistent with normal market practice.

### 7. Dilution effects of the Rights Issue on shareholding interests

Set out below is the shareholding structure of the Company, (assuming no Shares or Consolidated Shares being issued or repurchased on or before the Record Date) as at the Latest Practicable Date and immediately after completion of the Rights Issue:

Shareholders	As at the Latest Practicable Date		Immediately after the Share Consolidation becoming effective but before completion of the Rights Issue		Immediately after completion of the Rights Issue and assuming all the Qualifying Shareholders take up their respective allotment of Rights Shares in full		Immediately after completion of Rights Issue and assuming no Qualifying Shareholders take up any of the Rights Shares and the Underwriter takes up the Rights Shares to the maximum extent	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Underwriter (Note)	-	-	-	-	-	-	2,066,161,872	75.00
Public Shareholders	3,443,603,123	100.00	688,720,624	100.00	2,754,882,496	100.00	688,720,624	25.00
<b>Total</b>	<b>3,443,603,123</b>	<b>100.00</b>	<b>688,720,624</b>	<b>100.00</b>	<b>2,754,882,496</b>	<b>100.00</b>	<b>2,754,882,496</b>	<b>100.00</b>

*Notes:*

The Underwriter has irrevocably undertaken to the Company in the Underwriting Agreement if the Underwriter or any of the sub-underwriter is required to take up the Rights Shares pursuant to their underwriting/sub-underwriting obligations: that (i) the Underwriter will not trigger a mandatory offer obligation under Rule 26 of Takeovers Code on the part of the Underwriter in respect of performing its obligations under the Underwriting Agreement; (ii) the Underwriter shall and shall cause the sub-underwriters to procure independent subscribers and/or placees to take up such number of Rights Shares as necessary to ensure that the public float requirement are complied with; (iii) none of the persons to be procured by the Underwriter to subscribe for the Underwritten Shares not taken up will become Substantial Shareholder(s) immediately after completion of the Rights Issue; and (iv) the Underwriter shall use its reasonable endeavours to ensure that the subscribers for the Underwritten Shares not taken up shall be third parties independent of and not connected with the Company nor its Connected Person(s) and their perspective associates.

---

## LETTER FROM VINCO CAPITAL

---

All Qualifying Shareholders are entitled to subscribe for the Rights Shares. For those Qualifying Shareholders who take up their full provisional allotments under the Rights Issue, their shareholding interests in the Company will remain unchanged after the Rights Issue. Qualifying Shareholders who do not accept the Rights Issue can, subject to the then prevailing market conditions, consider selling their nil-paid rights to subscribe for the Rights Shares in the market. However, the Shareholders should note that their shareholdings in the Company will be diluted upon Completion.

As at the Latest Practicable Date, the existing public Shareholders held 100.00% of the total issued share capital of the Company. If all the Qualifying Underwriters do not take up the Rights Shares to which they are entitled and the Underwriters take up all the Rights Shares, the percentage of shareholding (assuming that there is no Share or Consolidated Shares being repurchased, on or before the Record Date) of the existing public Shareholders will be reduced to approximately 25.00%, representing a dilution effect on the shareholding interests of approximately 75.00% as a result of the Rights Issue.

In all cases of rights issues, the dilution on the shareholding of those qualifying shareholders who do not take up in full their provisional allotments under the rights issues is inevitable. In fact, the dilution magnitude of any rights issue depends mainly on the extent of the basis of entitlement under such exercise since a higher offering ratio of new shares to existing shares has a greater dilution effect on the shareholding.

Having considered that (i) the dilution effect is not prejudicial as all Qualifying Shareholders are offered an equal opportunity to participate in the enlargement of the capital base of the Company and the Independent Shareholders' interests in the Company will not be diluted if they elect to exercise their full provisional allotments under the Rights Issue; (ii) the Qualifying Shareholders have the opportunity to realize their nil-paid rights to subscribe for the Rights Shares in the market, subject to availability; (iii) shareholding dilution is inherent in rights issues in general; and (iv) the Rights Issue shall have positive impacts on the financial position of the Group as detailed in section "Financial effects of the Rights Issue" below, we are of the view that the potential dilution effect on the shareholding which may only happen to the Qualifying Shareholders who decide not to subscribe for their pro-rata Rights Shares is justifiable.

---

## LETTER FROM VINCO CAPITAL

---

### 8. Financial effects of the Rights Issue

It should be noted that the analysis below is for illustrative purpose only and does not purport to represent how the financial position of the Group will be upon Completion.

#### (a) *Net assets value*

With reference to the unaudited pro forma financial information of the Group as set out in Appendix II – Unaudited Pro Forma Financial Information of the Group to the Circular, the consolidated net tangible assets of the Group attributable to the equity shareholders of the Company was approximately HK\$1,121 million as at 30 September 2016. After taking into account the estimated net proceeds from the Rights Issue based on 2,066,161,872 Rights Shares, the unaudited consolidated net tangible assets of the Group attributable to the equity shareholders of the Company will be raised to approximately HK\$1,564 million. Based on the foregoing, the Rights Issue will have a positive effect on the financial position of the Group by enhancing its unaudited net tangible assets value and also its net assets value.

The consolidated net tangible assets value per Share of the Group as at 30 September 2016 was approximately HK\$0.3582 per Share. Taking into effect of the Share Consolidation, the total number of the Consolidated Shares would amount to 688,720,624 Shares and the unaudited consolidated net tangible assets value per Share of the Group attributed to the equity shareholders of the Company will be approximately HK\$1.6817 per Share. Upon completion of the Rights Issue, the total number of Consolidated Shares shall be increased to 2,754,882,496 Shares, and the unaudited consolidated net tangible assets per Share of the Group attributable to the equity shareholders will be approximately HK\$0.5677 per Share, representing a dilution effect of approximately 66.24%, based on the 2,066,161,872 Rights Shares to be issued.

We note that the Subscription Price represents a significant discount to the net asset value per Share. As stated in the Letter from the Board, it is estimated by the Directors that the Group will not be able to meet the total working capital needs to be incurred for the next 12 months. The Group is therefore in need of capital to meet its financial obligations and the Rights Issue is able to raise immediate cash in a significant amount to the Group. We are advised by the Management that the Subscription Price is the best offer available to the Company for acceptance of underwriting invitation in the market.

---

## LETTER FROM VINCO CAPITAL

---

As discussed in the section headed “Comparison with other rights issues”, we noted that it is a common market practice for the subscription price to represent a discount to the prevailing market prices of the relevant shares, and subsequently a discount to the net asset value per share, in order to enhance the attractiveness of the rights issue to the existing shareholders. As all Qualifying Shareholders are entitled to subscribe for the Rights Shares in the same proportion to their existing shareholdings in the Company held on the Record Date, the discount of the Subscription Price can encourage the Qualifying Shareholders to take up their entitlements so as to maintain their shareholdings in the Company.

As such, we consider that the setting of the Subscription Price at a deep discount to the net assets value is in line with general market practice, and is fair and reasonable.

**(b) Working capital**

With reference to the 2016 Results Announcement, the net current assets of the Group was approximately HK\$910.2 million as at 30 September 2016. Immediately after completion of the Rights Issue, the net current assets of the Group would increase by approximately HK\$405.6 million. In this regard, we are of view that the Rights Issue will improve the working capital and liquidity position of the Group.

Based on the foregoing, although the unaudited consolidated net tangible assets value per Share of the Group attributable to the equity shareholders will be diminished, the Rights Issue will enhance the net assets value of the Group and improve the working capital and liquidity position of the Group. Hence, we are of the view that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

Shareholders should note that the aforesaid analyses are for illustrative purpose only and do not purport to represent the financial position of the Group upon completion of the Rights Issue.

As discussed in the above section headed “Underwriting Agreement” and “Termination of the Underwriting Agreement”, we are of the view that the terms of the Underwriting Agreement including the commission rate, conditions of the Underwriting Agreement and the conditions for termination of the Underwriting Agreement are in line with the recent market practice, are on normal commercial terms and are fair and reasonable to the Company and the Shareholders as a whole.

---

## LETTER FROM VINCO CAPITAL

---

In addition, Independent Shareholders should note that if all the Qualifying Shareholders decide to subscribe for their full provisional allotment entitlements of the Rights Shares, the Underwriter will not be subject to the allotment and issue of the Rights Shares in accordance with the Underwriting Agreement. Furthermore, as discussed above, the Rights Issue will (i) improve the net assets value of the Group and enhance the working capital and liquidity position of the Company after taking into account the estimated net proceeds from the Rights Issue with or without the effect of the Share Consolidation; and (ii) allow the Qualifying Shareholders to maintain their respective pro rata shareholding in the Company and to participate in the future growth and development of the Group, we consider that the terms of the Rights Issue are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

### D. CONCLUSION

Having taken into consideration of the following principal factors and reasons regarding the major terms of the Rights Issue including:

- (a) the net proceeds from the Rights Issue will enhance the capital base as well as to finance the investment in listed and unlisted securities in accordance to the investment objectives and policies of the Group;
- (b) the Rights Issue would be a preferred method of equity financing as it will allow all the Qualifying Shareholders to maintain their proportionate interests in the Company, to participate in the future growth and development of the Company;
- (c) the discount represented by the Subscription Price to the theoretical ex-entitlement price of the Consolidated Shares on the Last Trading Day falls within the range of the discounts of the subscription prices of the Comparables;
- (d) the major terms and conditions of the Underwriting Agreement is in line with the market practice;
- (e) the dilution effect is not prejudicial to the Shareholders' interests in the Company if they choose to subscribe for their full entitlement of the Rights Shares under the Rights Issue; and
- (f) despite the unaudited consolidated net tangible assets value per Share of the Group attributable to the equity shareholders will be diminished, the Rights Issue will enhance the net assets value of the Group and improve the liquidity position of the Group;

---

## LETTER FROM VINCO CAPITAL

---

we are of the view that the Rights Issue is in the ordinary and usual course of business of the Group, and the terms of the Rights Issue are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly we recommend the Independent Shareholders and the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Rights Issue.

Yours faithfully,  
For and on behalf of  
**Grand Vinco Capital Limited**  
**Alister Chung**  
*Managing Director*

*Note:* Mr. Alister Chung is a licensed person registered with the Securities and Future Commission of Hong Kong and a responsible officer of Grand Vinco Capital Limited to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and has participated in and completed various advisory transactions involving companies listed in Hong Kong in respect of the Takeovers Code for over 10 years.

**1. THREE-YEAR FINANCIAL INFORMATION**

Financial information of the Group for the year ended 30 June 2013, year ended 30 June 2014, for the fifteen months ended 30 September 2015, the six month ended 31 March 2016 and for the year ended 30 September 2016 are disclosed on pages 27-103 of the 2013 annual report published on 29 October 2013, pages 28-107 of the 2014 annual report published on 14 October 2014, pages 30-107 of the 2015 annual report published on 31 December 2015, pages 3-17 of the 2016 Interim Report published on 26 May 2016 and pages 1-15 of the 2016 annual results announcement published on 30 December 2016 respectively, which are published on both the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.capital-vc.com](http://www.capital-vc.com)). Please refer to the hyperlinks as stated below:

2013 annual report:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2013/1029/LTN20131029396.pdf>

2014 annual report:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2014/1014/LTN20141014231.pdf>

2015 annual report:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2015/1231/LTN20151231435.pdf>

2016 interim report:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0526/LTN20160526155.pdf>

2016 annual results announcement:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/1230/LTN20161230837.pdf>

**2. INDEBTEDNESS STATEMENT**

As at 30 November 2016, the Group has pledged its financial assets at fair value through profit or loss which are approximately HK\$613,113,000 to secure margin financing facilities obtained from regulated securities dealers. As at 30 November 2016, approximately HK\$103,134,000 margin financing facilities was utilised.

Save as disclosed above and apart from intra-group liabilities, the Company did not have any other outstanding bank or other borrowings, mortgages, charges, debentures or other loan capital, bank overdrafts, loans or other similar indebtedness, guarantee, liabilities under acceptances (other than normal trade bills), acceptance credits, hire purchase or other finance lease commitments or other contingent liabilities.

Saved as disclosed above, the Directors have confirmed that there has been no material change in the indebtedness and contingent liabilities of the Company since 30 November 2016 up to the Latest Practicable Date.

**3. WORKING CAPITAL**

As at the Latest Practicable Date, taking into account the financial resources available to the Group, including the existing cash and bank balances and other internally generated funds, and the available banking facilities as well as the estimated net proceeds from the Rights Issue, the Directors are of the opinion that the Group has sufficient working capital for its present requirements, that is for at least the next 12 months commencing from the date of this circular in the absence of unforeseen circumstances.

**4. WORKING CAPITAL MANAGEMENT POLICY**

Cash is required to pay for all assets and services subscribed by the Company and to meet future obligations as they come due. A sufficient level of cash should be kept available for daily operating expenses. However, only cash necessary to meet anticipated day-to-day expenditures plus a reasonable cushion for emergencies should be kept available. It is the Group's policy that any excess cash should be invested in liquid income-producing instruments.

**5. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 30 September 2016, being the date to which the latest published annual results announcement of the Company were made up.

**6. FINANCIAL AND TRADING PROSPECT OF THE GROUP**

The Company is an investment company and its shares are listed on the Main Board of the Stock Exchange since 27 October 2003, pursuant to Chapter 21 of the Listing Rules. The Group will remain principally engaged in investment in listed and unlisted companies mainly in Hong Kong and the PRC.

The Federal Reserve in December 2015 lifted rates for the first time in nearly a decade, but since then the US outlook had been clouded by a series of setbacks overseas. In their March meeting of 2016, the policymakers of the Federal Reserve halved their median forecast for the number of quarterpoint interest rate increases projected for this year to two. The pace of interest rate normalization was questioned. The situation may have changed, following Donald Trump elected the 45th president of United States of America. There may be a fundamental rethink in near-term outlook, as it relates to expectation to growth and also Federal Reserve policy. All of this has to do with increased optimism that there will be some fiscal stimulus in the near term and some type of deregulation, both of which will underpin growth. Since the president election on 8 November 2016, the benchmark 10-year Treasury has gone from a yield of 1.80 to 2.30 percent in a week. It has move higher with the US Dollar, which is up about 2.5 percent against a basket of currencies. The 30-year bond yield crossed the psychological 3 percent in the same period.



Looking forward, we expect the investment environment in the US and other advanced economies will not be as stable as before. The US monetary and fiscal policies may have a dramatic change. Accelerating interest rate normalization may affect global investment atmosphere. In connection with the US foreign policy, Donald Trump may focus on the threat posted to the US by its trade relations with China. US may impose tariffs on various China products. Accordingly, the Directors consider that it will be a very challenging investment environment in this couple of years, and we will continue to adopt cautious measures to manage the Group's investment portfolio.

In view of the average share price (approximately HK\$0.0703) of the Company in September 2016 which was traded below the Company's unaudited net asset value per share (approximately HK\$0.3542) as at 30 September 2016, the Directors considered that the trading price of the Shares has yet reflected the intrinsic value of the Company and was undervalued by the investors under current market perception. Taking note of the Group's business performance since 2014, the current investment environment and the Group's proposed development to capture suitable investment opportunities in both listed and unlisted securities from time to time utilising proceeds from the Rights Issue, the Directors considered that it will strengthen the Group's asset and capital base which will be beneficial for the Group's business growth and development.

Owing to the nature of the Group's principal business which is investment in listed and unlisted securities, it is essential for the Group to have sufficient funding for its business development and requires extensive cash to grow. It is the intention of the Group to maximise its capital resources utilisation efficiency by capturing suitable investment opportunities for its business expansion. Subject to the Group is profit-making and possess sufficient cash resources on hand after capturing suitable investment opportunities for its business growth, without affecting the normal operations and business development of the Group, the Company shall pay dividends to the Shareholders. The Company will continue to perform regular review of its dividend policy on a bi-annual basis.

In the past, the Company has taken into account the following in the determination of dividend payment, namely (i) the results of the Group's operation; (ii) the level of the Group's cash position in comparison to its current and projected operating and capital requirements; (iii) the Group's margin financing level; (iv) the Group's ability to obtain debt financing; (v) the level of financing costs on the indebtedness of the Group from time to time; (vi) general investment environment; (vii) cash reserve for capturing appropriate investment opportunities which may arise from time to time, along with the ultimate goal of maximising returns to Shareholders.

Details of the Company's dividend policy are stated in Appendix IV "Additional Disclosures" under the paragraph headed "Distribution Policy" on page IV-5. Further, upon release of the Company's annual report, the Company will state therein (i) the Company's ongoing dividend policy; (ii) any deviation from its dividend policy previously disclosed; (iii) factors considered by the Company in its determination of dividend payment.

Up to the Latest Practicable Date, dividend policy of the Company does not set out specifically the proportion of net profits which will be distributed as dividend to the Shareholders in the event the Group recorded net profits.

**A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP**

The unaudited pro forma financial information of the Group (the “Unaudited Pro Forma Financial Information”) attributable to equity shareholders of the Company is prepared by the Directors in accordance with Rule 4.29 of the Listing Rules to illustrate the effect of the proposed Rights Issue on the basis of three Rights Shares for every one Consolidated Share held on the Record Date at HK\$0.2 per Rights Share on the consolidated net tangible assets of the Group as if the Rights Issue had been completed on 30 September 2016.

The Unaudited Pro Forma Financial Information of the Group is prepared for illustrative purposes only, based on the judgements and assumptions of the Directors, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group following the Rights Issue as at the date to which it is made up or at any future date.

The Unaudited Pro Forma Financial Information of the Group is prepared based on the unaudited consolidated net tangible assets attributable to equity shareholders of the Company as at 30 September 2016 and adjusted to reflect the effect of the Rights Issue.

		HK\$	No. of Shares outstanding	Per Share HK\$
Consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 September 2016	<i>Note 1</i>	1,121,291,972	3,130,603,123	0.3582
Exercise of share options	<i>Note 2</i>	36,934,000	313,000,000	
Adjusted for consolidation of every 5 issued Shares into 1 Consolidated Share (“Share Consolidation”)	<i>Note 3</i>	<u>–</u>	<u>(2,754,882,499)</u>	
Unaudited consolidated net tangible assets of the Group attributable to the equity shareholders of the Company after Share Consolidation	<i>Note 4</i>	1,158,225,972	688,720,624	1.6817
Estimated net proceeds from the Rights Issue	<i>Note 5</i>	<u>405,634,374</u>	<u>2,066,161,872</u>	
Unaudited consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 September 2016	<i>Note 6</i>	<u>1,563,860,346</u>	<u>2,754,882,496</u>	0.5677

*Notes:*

- (1) The consolidated net tangible assets attributable to equity shareholders of the Company at 30 September 2016 is extracted from the published annual results announcement of the Company for the year ended 30 September 2016.
- (2) 313,000,000 share options were exercised at a price of HK\$0.118 pursuant to the Share Option Scheme.
- (3) Pursuant to the circular dated 13 January 2017, every five issued Shares would be consolidated into one Consolidated Share. Prior to the Share Consolidation, the number of Shares in issue was 3,443,603,123. Number of Consolidated Shares to be in issue immediately upon the Share Consolidation is 688,720,624. The difference is adjusted to reflect the number of Shares before the Rights Issue.
- (4) The calculation of the unaudited consolidated net tangible assets attributable to equity shareholders of the Company after the Share Consolidation per Share is based on the unaudited consolidated net tangible assets attributable to equity shareholders of the Company of HK\$1,158,225,972 as at 30 September 2016 and on the basis of 688,720,624 Shares in issue after the Share Consolidation.
- (5) The estimated net proceeds from the Rights Issue of approximately HK\$405,634,374 are based on 2,066,161,872 Rights Shares to be issued at the Subscription Price of HK\$0.2 per Rights Share (on the basis of 688,720,624 Consolidated Shares in issue as at the Latest Practicable Date) and after deduction of estimated related expenses of approximately HK\$7,598,000 and take no account of any additional Consolidated Shares or Rights Shares to be issued as a result of the exercise of any vested share options.
- (6) The unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share after completion of the Rights Issue is calculated based on the unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company after the completion of the Rights Issue of HK\$1,563,860,346 and on the basis of 2,754,882,496 Shares in issue, representing an aggregate of 688,720,624 Consolidated Shares in issue after the Share Consolidation and adjusted for the effect of the 2,066,161,872 Rights Shares (calculated on the basis of 688,720,624 Shares in issue as at the Latest Practicable Date) issued under the Rights Issue assuming the Rights Issue has been completed on 30 September 2016.
- (7) No adjustment other than those adjusted above has been made to reflect any trading results or other transactions of the Group subsequent to 30 September 2016.

**B. ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report received from the independent reporting accountants, Cheng & Cheng Limited, Certified Public Accountants, Hong Kong, prepared for the sole purpose of incorporation in this Circular, in respect of the unaudited pro forma financial information of the Group.*

**CHENG & CHENG LIMITED**

CERTIFIED PUBLIC ACCOUNTANTS

鄭 鄭 會 計 師 事 務 所 有 限 公 司

10/F, Allied Kajima Building,  
138 Gloucester Road, Wanchai, Hong Kong  
香港灣仔告士打道138號  
聯合鹿島大廈10樓

13 January 2017

The Board of Directors  
Capital VC Limited  
Room 2302, 23th Floor,  
New World Tower 1,  
18 Queen's Road Central,  
Hong Kong.

Dear Sirs,

We report on the unaudited pro forma financial information (the "Pro Forma Financial Information") of Capital VC Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") as set out on in section A of Appendix II to the circular of the Company dated 13 January 2017 (the "Circular"), which has been prepared by the directors of the Company solely for illustrative purposes to provide information about how the right issue might have affected the financial information presented. The basis of preparation of the Pro Forma Financial Information is set out in the section A of Appendix II to the Circular.

**Respective Responsibilities of Directors of the Company and Reporting Accountants**

It is the responsibility solely of the directors of the Company to prepare the unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules on the unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the respective dates of their issue.

**Basis of opinion**

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the unaudited Pro Forma Financial Information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review performed in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA and, accordingly, we do not express any such audit or review assurance on the unaudited Pro Forma Financial Information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Company and that the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

The unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the financial position of the Group as at 30 September 2016 or any future date.

**Opinion**

In our opinion:

- (a) the unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

**Cheng & Cheng Limited**

*Certified Public Accountants*

**Yeung Chun Yue, David**

Practising Certificate Number: P05595

**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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

**2. SHARE CAPITAL OF THE COMPANY**

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; (ii) immediately following the Share Consolidation becoming effective but before completion of the Rights Issue (assuming that there is no change in the issued share capital of the Company other than the Share Consolidation from the Latest Practicable Date up to the effective date of the Share Consolidation); and (iii) immediately following the Share Consolidation becoming effective and the completion of the Rights Issue (assuming that there is no change in the issued share capital of the Company other than the Share Consolidation from the Latest Practicable Date up to the Record Date) are as follows.

**(i) As at the Latest Practicable Date**

<i>Authorised:</i>		<i>HK\$</i>
<u>40,000,000,000</u>	Shares of HK\$0.005 each	<u>200,000,000.00</u>
<i>Issued and fully paid or credited as fully paid:</i>		
<u>3,443,603,123</u>	Shares of HK\$0.005 each	<u>17,218,015.62</u>

- (ii) Immediately following the Share Consolidation becoming effective but before completion of the Rights Issue (assuming that there is no change in the issued share capital of the Company other than the Share Consolidation from the Latest Practicable Date up to the effective date of the Share Consolidation)

*Authorised:* *HK\$*

<u>8,000,000,000</u>	Shares of HK\$0.025 each	<u>200,000,000.00</u>
----------------------	--------------------------	-----------------------

*Issued and fully paid or credited as fully paid:*

<u>688,720,624</u>	Shares of HK\$0.025 each	<u>17,218,015.60</u>
--------------------	--------------------------	----------------------

- (iii) Immediately following the Share Consolidation becoming effective and the completion of the Rights Issue (assuming that there is no change in the issued share capital of the Company other than the Share Consolidation from the Latest Practicable Date up to the Record Date)

*Authorised:* *HK\$*

<u>8,000,000,000</u>	Shares of HK\$0.025 each	<u>200,000,000.00</u>
----------------------	--------------------------	-----------------------

*Issued and fully paid or credited as fully paid:*

688,720,624	Consolidated Shares in issue as at the Record Date	17,218,015.60
<u>2,066,161,872</u>	Rights Shares to be issued	<u>51,654,046.80</u>
<u>2,754,882,496</u>	Total	<u>68,872,062.40</u>



No capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option as at the Latest Practicable Date. All the Rights Shares when allotted, issued and fully paid, will rank *pari passu* in all respect with each other, including, in particular, as to dividends, voting rights and capital, and with all the Consolidated Shares in issue as at the date of allotment and issue of the Rights Issue.

The Rights Shares to be issued will be listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares, the Consolidated Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

Save for the Outstanding Options exercised in full as of 28 November 2016, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into new Shares or new Consolidated Shares as at the Latest Practicable Date.

The issued Shares are listed on the Stock Exchange. None of the securities of the Company is listed or dealt in, and no listing or permission to deal in the securities of the Company is being or is proposed to be sought, on any other stock exchange.

### 3. DISCLOSURE OF INTERESTS

#### **Directors' and chief executives' interests and short positions**

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

### Interest of the Substantial Shareholders

As at the Latest Practicable Date, to the best knowledge of the Directors, the following person (other than a Director and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or who was expected, directly or indirectly, to be interested in 10% 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:

#### *Long Positions in the Shares*

Name of shareholder	Type of Capacity	Number of Shares held	Percentage of the shareholding (Approx.)
Sorrento Securities Limited (Notes 1 and 2)	Interest held by controlled corporation	1,878,361,872	75.00%
Dillon Vision Limited (Notes 1 and 2)	Interest held by controlled corporation	1,878,361,872	75.00%
Wong Hiu Yeung (Notes 1 and 2)	Interest held by controlled corporation	1,878,361,872	75.00%

*Notes:*

- (1) Sorrento Securities Limited is wholly owned by Dillon Vision Limited which is in turn wholly owned by Wong Hui Yeung.
- (2) The number of Shares included the maximum number of Rights Shares underwritten by Sorrento Securities Limited pursuant to the Underwriting Agreement. The approximate percentage of the total issued Shares was calculated based on the number of Shares which were expected to be issued upon completion of the Rights Issue as at the date of the Underwriting Agreement, being 1,878,361,872 Shares (on the assumption that none of Rights Shares would be taken up by the Qualifying Shareholders and no new Shares (other than Rights Shares) would be issued and no repurchase of Shares on or before the completion of the Rights Issue).

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or who was expected, directly or indirectly, to be interested in 10% 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.

#### **4. OTHER INTERESTS OF THE DIRECTORS**

As at the Latest Practicable Date:

- (a) none of the Directors had any interest, either direct or indirect, in any assets which have, since 30 September 2016 (being the date to which the latest published audited accounts of the Group were made up), been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group; and
- (b) none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which is subsisting as at the Latest Practicable Date and is significant in relation to the business of the Group.

#### **5. LITIGATION**

In HCA 1700/2011, since the legal representative of the Company filed the defence on behalf of the Company in December 2011, for almost 5 years, the Plaintiff has not taken any further steps at all in respect of the proceedings. The said law suit was taken out by Mr. Chan Ping Yee (the “Plaintiff”) and involves a dishonoured cheque issued by the Company for the amount of HK\$39,000,000 allegedly payable to the Plaintiff. The law suit came about because there was a possible share transaction which eventually fell through. It has always been the view of the Company’s legal representative that the Plaintiff’s claim is totally without ground. The Company has taken legal advice and has already given instructions to their legal representative to make an application to strike out the claim with costs, for (1) lack of merits of the claim, and (2) want of prosecution. Such application will be made in due course.

Save as disclosed above, as at the Latest Practicable Date, there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

**6. SERVICE CONTRACTS**

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

**7. COMPETING INTERESTS**

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or Controlling Shareholder or their respective close associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

**8. MATERIAL CONTRACTS**

The following contracts (being contracts not entered into in the ordinary course of business of the Group) have been entered into by the members of the Group within the two years immediately preceding the date of this circular, and are or may be material:

- (1) the underwriting agreement (“**2015 Underwriting Agreement**”) dated 13 March 2015 (as supplemented by a supplemental agreement entered by the parties to the 2015 Underwriting Agreement on 21 May 2015) entered into between the Company and SBI China Capital Financial Services Limited, as the underwriter, in relation to the underwriting and certain other arrangements in respect of the open offer of the Company completed on 21 July 2015.
- (2) the Investment Management Agreements; and
- (3) the Underwriting Agreement.

**9. EXPERTS AND CONSENTS**

The followings are the names and the qualifications of the professional advisers who have given opinions or advice which are contained or referred to in this document:

<b>Name</b>	<b>Qualifications</b>
Cheng & Cheng Limited ("Cheng & Cheng")	Certified Public Accountants
Vinco Capital	A licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, each of Cheng & Cheng and Vinco Capital had no beneficial interest in the share capital of any member of the Group nor any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group or have any interest, either directly or indirectly, in any assets which have been, since 30 September 2016, being the date to which the latest published annual results announcement of the Group were made up, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

Each of Cheng & Cheng and Vinco Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its reports and/or its letters dated 13 January 2017 and/or references to its name and/or its advice in the form and context in which they respectively appear.

**10. EXPENSES**

The expenses in connection with the Rights Issue, including underwriting commission, printing, registration, legal, accounting and financial adviser fees, are estimated to be approximately HK\$7.6 million, and will be payable by the Company.

## 11. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered office	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business in Hong Kong	Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong
Company secretary	Mr. Chan Ka Yin, who is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has extensive experience in company secretarial practices in respect of listed companies.
Investment Manager	Insight Capital Management (Hong Kong) Limited 16A, Two Chinachem Plaza 135 Des Voeux Road Central Hong Kong
Authorised representatives	Mr. Kong Fanpeng Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong  Mr. Chan Ka Yin Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong
Share registrar and transfer office in Hong Kong	Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong

Principal bankers	The Hongkong and Shanghai Banking Corporation Limited 1 Des Voeux Road Central, Hong Kong  Hang Seng Bank Limited 83 Des Voeux Road Central Hong Kong
Auditors	Cheng & Cheng Limited <i>Certified Public Accountants</i> 10th Floor, Allied Kajima Building 138 Gloucester Road, Wanchai Hong Kong
Reporting accountants	Cheng & Cheng Limited <i>Certified Public Accountants</i> 10th Floor, Allied Kajima Building 138 Gloucester Road, Wanchai Hong Kong
Legal advisers to the Company in relation to the Rights Issue	<i>As to Hong Kong law</i> Tang Tso & Lau Room 209, 2/F, China Insurance Group Building 141 Des Voeux Road Central Hong Kong
Underwriter	Sorrento Securities Limited 11/F, The Wellington 198 Wellington Street Central, Hong Kong

**12. PARTICULARS OF THE DIRECTORS****(a) Name and address of the Directors***Executive Directors*

<b>Name</b>	<b>Address</b>
Mr. Kong Fanpeng	Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong
Mr. Chan Cheong Yee	Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong

*Independent Non-executive Directors*

<b>Name</b>	<b>Address</b>
Mr. Lam Kwan	Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong
Mr. Ong Chi King	Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong
Mr. Lee Ming Gin	Unit 2302, 23rd Floor New World Tower 1 18 Queen's Road Central Hong Kong



**(b) Profile of the Directors*****Executive Directors***

**Mr. Kong Fanpeng (“Mr. Kong”)**, aged 48, has been an Executive Director since 18 March 2010. He obtained a Bachelor’s degree in Finance and Auditing from Zhongshan University, the PRC. Mr. Kong was a manager of Huizhou TCL Information System Limited and Guangzhou Bada Telecommunications Limited. He also worked as the general manager of the PRC market and an executive director respectively at Chief Securities Limited in Hong Kong and Excalibur Securities Limited in Hong Kong, specialising in risk averse arbitrage trading in both Shenzhen and Hong Kong capital market. Mr. Kong was the chairman and an executive director of Shenzhen Wansheng Investment Management Company Limited. He has a wealth of experience in the Hong Kong securities market for over 25 years and is well versed in investment in the second board market in both China and Hong Kong. Mr. Kong is the chief partner of Shenzhen CAS Bright Stone Investment Management Limited.

**Mr. Chan Cheong Yee (“Mr. Chan”)**, aged 52, has been an Executive Director since 21 November 2012. He is one of the responsible officers of China Everbright Securities (HK) Limited. Mr. Chan is currently a licensed person to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading) and Type 9 (asset management) regulated activities under the SFO. Mr. Chan obtained a Bachelor of Science degree from the College of Business Administration of the University of South Florida in the United States of America. Mr. Chan is experienced in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Listing Rules of Hong Kong Stock Exchange.

Since June 2003, Mr. Chan joined China Innovation Investment Limited (stock code: 1217), an investment company listed on the Stock Exchange, as executive director. Mr. Chan was an independent non-executive director before 2009 and thereafter an executive director of Bingo Group Holdings Limited (stock code: 8220), a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Chan was appointed as an executive director of China Investment and Finance Group Limited (stock code: 1226), an investment company listed on the Stock Exchange, in March 2011. Mr. Chan was appointed as an executive director of China Investment Development Limited (stock code: 204), an investment company listed on the Stock Exchange, in May 2012. Mr. Chan was appointed as an executive director of Alpha Returns Group PLC, an investment company listed on AIM of London Stock Exchange, in May 2013. Mr. Chan was also appointed as an executive director of China New Economy Fund Limited (stock code: 80), an investment company listed on the Stock Exchange, in June 2013. Mr. Chan was appointed as an executive director of China Trends Holdings Limited (stock code: 8171), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange in February 2016.

*Independent Non-Executive Directors*

**Mr. Lam Kwan (“Mr. Lam”)**, aged 48, has been an Independent Non-executive Director of the Company since 10 September 2003. He obtained a Bachelor degree in Accountancy from the Hong Kong Polytechnic University. He is a practicing Certified Public Accountant in Hong Kong, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Taxation Institute of Hong Kong. Mr. Lam is currently a director of Charles H.C. Cheung & CPA Limited. Mr. Lam is an independent non-executive director of Pearl Oriental Oil Limited (stock code: 632).

**Mr. Ong Chi King (“Mr. Ong”)**, aged 43, has been an Independent Non-executive Director of the Company since 20 January 2012, is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Ong received a Bachelor’s degree in Business Administration from The Hong Kong University of Science and Technology and a master’s degree in corporate finance from The Hong Kong Polytechnic University. Mr. Ong has more than 20 years of experience in accounting, finance and company secretarial fields and held senior positions in finance and company secretarial departments in various listed companies listed on the main board of the Stock Exchange. Mr. Ong is an independent non-executive director of China Environmental Resources Group Limited (stock code: 1130), Hong Kong Education (Int’l) Investments Limited (stock code: 1082), Larry Jewelry International Company Limited (stock code: 8351), Wan Kei Group Holdings Limited (stock code: 1718) and WLS Holdings Limited (stock code: 8021), and an executive director of Deson Construction International Holdings Limited (stock code: 8268).

Mr. Ong was a director of Fitness Concept International Holdings Limited prior to its dissolution. The said company was incorporated in the Cayman Islands and was dissolved on 30 June 2005 by striking off due to cessation of business.

**Mr. Lee Ming Gin (“Mr. Lee”)**, aged 31, has been an Independent Non-executive Director of the Company since 6 March 2013. Mr. Lee holds a Bachelor Degree of Quantitative Finance from the Chinese University of Hong Kong. Mr. Lee is experienced in securities, insurance advisory and fund management having been working for several wealth and asset management firms. Mr. Lee was a continuous education training tutor and is currently a director of the Institute of Financial Planners of Hong Kong, and his professional qualifications include Certified Financial Consultant, Certified Financial Planner and member of the Hong Kong Securities Institution.

**13. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours from 9:30 a.m. to 5:00 p.m. on any weekday (except for public holidays) at the principal place of business of the Company in Hong Kong at Unit 2302, 23rd Floor, New World Tower 1, 18 Queen's Road Central, Hong Kong from 13 January 2017, the date of this circular up to and including 27 January 2017:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the years ended 30 June 2013, 30 June 2014 and fifteen months ended 30 September 2015;
- (c) the interim report of the Company for the six months ended 31 March 2016;
- (d) the letter of recommendation from the Independent Board Committee, the text of which is set out on page 33 of this circular;
- (e) the letter of advice from Vinco Capital, the text of which is set out on pages 34 to 60 of this circular;
- (f) the accountants' report on the unaudited pro forma financial information of the Group set out in Appendix II to this circular;
- (g) the letters of consent referred to under the paragraph headed "Experts and Consents" in this Appendix;
- (h) the material contracts referred to in the paragraph headed "Material Contracts" in this Appendix; and
- (i) this circular.

**14. MISCELLANEOUS**

- (i) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (ii) The English text of this circular shall prevail over the Chinese text.



Mr. Woo Wing Sum, Samuel (“**Mr. Woo**”) obtained a Bachelor’s degree in building construction management and a Master’s degree in real estate from the University of New South Wales. He has around 10 years’ of experience in the asset management industry. During the period from 2005 to 2013, he was the Investment Director of CLSA Capital Partners. Mr. Woo joined Insight Capital Management (Hong Kong) Limited in 2013 and is currently a responsible officer in respect of Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

#### **The Custodian**

As at the Latest Practicable Date, the Group has not appointed any custodian.

The Directors confirm that none of the directors of the investment company, the management company, any investment adviser or any distribution company, or any associate of any of those persons, is or will become entitled to receive any part of any brokerage charged to the investment company, or any reallowance of other types on purchases charged to the investment company.

#### **RISKS RELATING TO THE COMPANY**

The Company is an investment company and its funds will be invested in listed and unlisted companies in Hong Kong and PRC. These investments will be subject to market fluctuations and to the risks inherent in all investments. Investors should also be aware that the Company’s income and its net asset value are likely to be adversely affected by external factors beyond the control of the Company. As a result, income of the fund and its net asset value may therefore go down as well as go up, subject to the prevailing market conditions.

#### **INVESTMENT OBJECTIVES AND POLICIES**

The Company is an investment company incorporated in the Cayman Islands with the primary objective of achieving earnings in the form of short to medium term (i.e. less than five years) capital appreciation as well as income from interest and dividends by investing in listed and unlisted companies mainly in Hong Kong and the PRC. The Company may from time to time make other investments outside the PRC and Hong Kong should the Directors believe that such investments may provide attractive returns. The Company also intends to invest in unlisted companies with the potential to seek a listing on the Stock Exchange or any overseas stock exchanges.

The Company has adopted the following investment policies:

1. at least 70% of the Company's total investments will be invested in equity securities, convertible notes, preference shares, options, warrants, futures contracts, debt securities, mutual fund and unit trusts issued by listed and unlisted companies in Hong Kong and the PRC, or such other types of investments in accordance with the investment objectives and policies and restrictions adopted by the Company from time to time and the requirements of the Memorandum, the Articles, the Listing Rules and the Investment Management Agreements;
2. investments will normally be made in the form of equity or equity related securities and debt instruments in listed and unlisted companies engaged in different industries including (but not limited to) information technology, manufacturing, pharmaceutical, service, property, telecommunications, life and environmental and infrastructure sectors. This helps to maintain a balance in the Company's exposure to different industry sectors in order to minimise the effect on the Company of any downturn in any particular sector;
3. investment will normally be made in enterprises which are established in their respective fields and in which the Board believes that there are prospects of earnings growth and/or capital appreciation. In particular, the Company will seek to identify business or entities with a potential for profit growth, strong management, high levels of technical expertise and research and development capabilities as well as management commitment to long term growth of such companies. However, the Company may invest in companies or other entities which are considered by the Board and/or the Investment Manager as being special or in recovery situations on a case by case basis. The Board believes that the present market conditions offer various special and attractive investment opportunities;
4. where possible, the Board and the Investment Manager will seek to identify investments where there is a certain degree of synergy with other investee companies and where cooperation between such companies would be of mutual benefit to each other;
5. the Company's investments may take the form of equity joint ventures, co-operative joint ventures or participation in unincorporated investments. In the event that the entity in which an investment is made is an unlimited company under the PRC laws, the Company may invest through a wholly-owned subsidiary or an intermediate investment holding company with limited liability. The Board will seek to ensure that the Company will not be directly and unnecessarily exposed to any unlimited liability on its investments;

6. the Company's investments are intended to be held for short to medium term (i.e. less than five years) capital appreciation and there is no present intention to realise any of such investments in any specific period or by any specific date. Nevertheless, the Directors will from time to time realise investments where they believe the realisation would be in the best interests of the Company or where the terms on which such realisation can be achieved are considered by the Directors to be favourable to the Company; and
7. the investment limit exercisable by the Board for any single investment is the lower of 20% of its net asset value or HK\$10,000,000 or such other amount as may be resolved by the Board from time to time.

Investors should note that while it is the intention of the Company to invest its funds in accordance with the investment objectives and policies outlined above as soon as practicable, it may take some time before the funds of the Company are fully invested due to market and other investment considerations.

#### **INVESTMENT RESTRICTIONS**

Under the Articles and the Listing Rules relating to the listing of investment companies, certain restrictions on investments are imposed on the Company. In part to meet such restriction, the Board has resolved that the Company may not:

1. either on its own or in conjunction with any connected person (as defined in the Listing Rules) take legal, or effective, management control of underlying investments and in no event will the Company itself or through its wholly owned subsidiaries, if any, own(s) or control(s) more than 30% (or such other percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) of the voting rights in such company or other entity, except in relation to wholly-owned subsidiaries of the Company, if any;
2. invest in any company or entity other than wholly-owned subsidiaries of the Company, if any, for the purpose of holding investments only, if such investment will result in more than 20% of its net asset value being invested in such company or entity as at the date the investment is made so as to ensure that a reasonable spread of investments will at all times be maintained by the Company;
3. buy or sell commodities, commodity contracts or precious metals, except that it may purchase and sell futures contracts on stock indices and securities which are secured by commodities or precious metal;

4. invest more than 30% of the Company's assets outside Hong Kong and the PRC to the extent of contravening its primary objective of achieving short to medium term (i.e. less than five years) capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC; and
5. engage in transactions in options and futures except for hedging purposes.

The Company has to comply with investment restrictions 1 and 2 above, in accordance with its Articles, and at all times while it remains listed as an investment company under Chapter 21 of the Listing Rules.

Save for investment restrictions 1 and 2, the investment objectives, policies and restrictions of the Company can be changed by a resolution of the Board without Shareholders' approval.

### **BORROWING POWER**

Pursuant to and in accordance with the provisions of the Articles, the Company may exercise its borrowing power to borrow up to an aggregate principal amount representing not more than 50% of its latest available net asset value at the time the borrowing is made. Shareholders' approval at general meeting is required if the borrowing exceeds 50% of the latest net asset value at the time the borrowing is made. The Company's assets may be charged or pledged as security for borrowings. Subject to the provisions of the Memorandum, the Articles and the Investment Management Agreements, the Investment Manager may from time to time advise the Company to borrow for the purposes of providing liquidity or taking advantage of investment opportunities.

### **DISTRIBUTION POLICY**

It is the Board's intention to distribute any excess balance by way of dividend to the extent permitted by law, the Memorandum and the Articles. Dividends will only be paid to the extent that they are covered by net income received from underlying investments. Distribution will be made annually after the annual accounts of the Company are approved by the Shareholders but interim distribution may be made from time to time to the Shareholders as appear to the Board to be justified by the position of the Company. Distributions will be made in Hong Kong dollars.

### **FOREIGN CURRENCY MANAGEMENT AND EXCHANGE CONTROL**

The Group has a number of investment projects in the PRC and may be subjected to a certain degree of investment return risk. In spite of this, the Board believes that foreign exchange risks are minimal as the Group mainly uses Hong Kong dollars to carry out its business transactions. Therefore, no financial instrument was made to hedge such exposures.



**TAXATION**

The taxation of income and capital gains of the Company are subject to the fiscal law and practice of Hong Kong. Prospective investors should consult their own professional advisers on the tax implications of investing, holding or disposing of Shares under the laws of the jurisdiction in which they are liable to taxation.

**FEES AND EXPENSES**

The Company will pay the fees of the Investment Manager, as described below. In addition, the Company will pay certain other costs and expenses incurred in its operation, including taxes (other than Hong Kong profits tax), expenses for legal, auditing and consulting services, promotional expenses, registration fees and other expenses due to supervisory authorities in various jurisdictions, insurance, interest and brokerage cost and the cost of publishing the net assets value of the Company on a monthly basis.

**Investment management fees**

The Company is committed to pay the Investment Manager a monthly investment management fee payable at HK\$50,000 per month from 21 October 2014 up to 16 October 2018.

Save for the fees mentioned hereinabove, the Investment Manager are not entitled to receive any other fees from the Company.

**RESPONSIBILITY STATEMENT**

This circular, for which the Directors and the directors of the Investment Manager collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors and the directors of the Investment Manager, 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.

## INVESTMENT PORTFOLIO

The follows are the details of the ten largest investments of the Group as at 30 September 2016, which include all listed investments and all other investments with a value of more than 5% of the Group's gross assets as at 30 September 2016. Save for the investments disclosed herein, there are no other listed investments and all other investments with a value of more than 5% of the Company's gross assets as at 30 September 2016.

Note	Name of investee company	Stock Code	Number of shares held	Nature of securities	Effective shareholding interest (Approximate)	Cost as at 30 September 2016 (Approximate) HK\$'000	Market value/ Fair value as at 30 September 2016 (Approximate) HK\$'000	Accumulated unrealised holding gain (loss) arising on revaluation (Approximate) HK\$'000	Net asset value attributable to the Group (Approximate) HK\$'000	Profit/(Loss) attributable to the Group for the period (Approximate) HK\$'000	Dividends received/ interest income recognised during the year ended 30 September 2016 HK\$'000	% of gross assets of the Company as at 30 September 2016
(i)	WLS Holdings Ltd.	8021	511,610,000	Listed equity securities	4.01%	41,764	153,483	111,719	33,664	(730)	-	12.48%
(ii)	LEAP Holdings Group Ltd.	1499	115,680,000	Listed equity securities	4.40%	62,522	77,506	14,984	15,250	1,285	-	6.30%
(iii)	Master Glory Ltd.	275	167,800,000	Listed equity securities	3.32%	44,868	76,349	31,481	175,392	(4,509)	-	6.21%
(iv)	Gold Medal Hong Kong Limited	N/A	-	Unlisted debt securities	-	54,000	54,100	100	-	-	-	4.40%
(v)	Rich Circle Investments Limited	N/A	-	Unlisted debt securities	-	52,000	52,200	200	-	-	-	4.24%
(vi)	Sunrise (China) Technology Group Ltd.	8226	305,263,157	Listed equity securities	22.36%	116,000	46,705	(69,295)	19,051	(52,367)	-	3.80%
(vii)	RCG Holdings Ltd	802	67,500,000	Listed equity securities	4.43%	26,218	45,225	19,007	26,589	6,933	-	3.68%
(viii)	Merit Advisory Ltd	N/A	28	Unlisted equity securities	28.00%	25,750	39,760	14,010	7,196	4,312	-	3.23%
(ix)	Luen Wong Group Holdings Ltd.	8217	2,150,000	Listed equity securities	0.17%	10,958	38,915	27,957	142	14	-	3.16%
(x)	GreaterChina Professional Services Ltd.	8193	37,350,000	Listed equity securities	0.77%	28,610	31,748	3,138	4,016	(27)	-	2.58%

Based on the latest published annual reports, interim reports or valuation report of the above companies, a brief description of the business and financial information of such companies is as follows:

- (i) WLS Holdings Limited (stock code: 8021) (“WLS”) and its subsidiaries are principally engaged in provision of scaffolding and fitting out services, management contracting services, and other services for construction and buildings work, money lending business and securities investment business. Net loss attributable to equity holders of approximately HK\$18.2 million was recognized for the year ended 30 April 2016. According to the latest published financial statements of WLS as at 31 October 2016, its net asset value attributable to equity holders was approximately HK\$839.5 million.
- (ii) LEAP Holdings Group Limited (stock code: 1499) (“Leap”) and its subsidiaries are principally engaged in provision of foundation works and ancillary services; and construction wastes handling at the public fill reception facilities managed by the Government in Hong Kong. Net profit attributable to equity holders of approximately HK\$29.2 million was recognized for the year ended 31 March 2016. According to the latest published financial statements of Leap as at 30 September 2016, its net asset value attributable to equity holders was approximately HK\$346.6 million.

- (iii) Master Glory Limited (stock code: 275) (“Master Glory”) and its subsidiaries are principally engaged in trading of securities, industrial water supply business, property development and trading and other strategic investments. Net loss attributable to equity holders of approximately HK\$135.8 million was recognized for the year ended 31 March 2016. According to the latest published financial statements of Master Glory as at 30 September 2016, its net asset value attributable to equity holders was approximately HK\$5,282.9 million.
- (iv) A 2-year convertible bond issued by Gold Medal Hong Kong Limited, a wholly-owned subsidiary of WLS Holdings Limited (stock code: 8021), was acquired at a face value of HK\$54,000,000 during the year ended 30 September 2016, with date of maturity on 11 September 2018.
- (v) A 2-year convertible bond issued by Rich Circle Investments Limited, a wholly-owned subsidiary of Lerado Financial Group Company Limited (stock code: 1225), was acquired at a face value of HK\$52,000,000 during the year ended 30 September 2016, with date of maturity on 25 August 2018.
- (vi) Sunrise (China) Technology Group Limited (stock code: 8226) (“Sunrise”) and its subsidiaries are principally engaged in manufacturing and sales of straw briquettes, trading of commodities, trading of garment accessories, manufacturing and trading of LED digital display products, and investment in securities. Net loss attributable to equity holders of approximately HK\$234.2 million was recognized for the year ended 31 December 2015. According to the latest published financial statements of Sunrise as at 30 June 2016, its net asset value attributable to equity holders was approximately HK\$85.2 million.
- (vii) RCG Holdings Ltd (stock code: 802) (“RCG”) and its subsidiaries are principally engaged in provision of biometric and RFID products and solution services. Net profit attributable to equity holders of approximately HK\$156.5 million was recognized for the year ended 31 December 2015. According to the latest published financial statements of RCG as at 30 June 2016, its net asset value attributable to equity holders was approximately HK\$600.2 million.
- (viii) Merit Advisory Limited is a private company and its subsidiaries are principally engaged in the provision of consulting services on investor and public relations, corporate services, business and industry analysis. For the financial year ended 30 June 2016, the unaudited consolidated profit attributable to equity holders and the consolidated net assets attributable to the equity holders was approximately HK\$15.4 million and HK\$25.7 million respectively.

- (ix) Luen Wong Group Holdings Limited (stock code: 8217) (“Luen Wong”) and its subsidiaries are principally engaged in provision of civil engineering works and investment holding. Net profit attributable to equity holders of approximately HK\$8.4 million was recognized for the year ended 31 March 2016. According to the latest published financial statements of Luen Wong as at 30 September 2016, its net asset value attributable to equity holders was approximately HK\$83.6 million.
  
- (x) GreaterChina Professional Services Limited (stock code: 8193) (“GreaterChina”) and its subsidiaries are principally engaged in asset advisory services and asset appraisal, corporate services and consultancy, media advertising and financial services. Net loss attributable to equity holders of approximately HK\$3.5 million was recognized for the year ended 31 March 2016. According to the latest published financial statements of GreaterChina as at 30 September 2016, its net asset value attributable to equity holders was approximately HK\$521.5 million.

The Group reviews the fair value of its unlisted equity investments to determine whether there is any indication that those investment has required to make provision. As at 30 September 2016, the Group does not aware any provision should be made for those investments.

---

## NOTICE OF THE EGM

---



CAPITAL  
VC LIMITED

首都創投有限公司

### Capital VC Limited 首都創投有限公司

*(Incorporated in the Cayman Islands with limited liability  
and carrying on business in Hong Kong as CNI VC Limited)*  
(Stock Code: 02324)

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Capital VC Limited (the “Company”) will be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Hong Kong on Tuesday, 7 February 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, the Consolidated Shares (as defined below), with effect from the business day (as defined below) immediately following the date on which this resolution is passed:
  - (a) every five (5) issued and unissued shares of HK\$0.005 each in the share capital of the Company be consolidated into one (1) share of HK\$0.025 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
  - (b) the Consolidated Shares shall rank *pari passu* in all respects with each other and have the same rights and privileges as regards dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;

---

## NOTICE OF THE EGM

---

- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.005 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable; and
- (d) the directors of the Company be and are hereby generally authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as they may consider necessary or expedient to complete, implement and give effect to any and all the arrangements set out in this resolution.

For the purpose of this resolution, “business day” means a day (excluding Saturday and other general holidays in Hong Kong and any day on which a tropical cyclone warning no.8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business.”

**2. “THAT** subject to fulfilment of the conditions of the Underwriting Agreement (as defined below):

- (a) the allotment and issue of 2,066,161,872 Consolidated Shares in the share capital of the Company (the “Rights Shares”) by way of rights issue (the “Rights Issue”) at a subscription price of HK\$0.20 per Rights Share to the qualifying holders of the Shares (the “Qualifying Shareholders”) of the Company whose names appear on the register of members of the Company on Friday, 17 February 2017 (or such other date as the Underwriter (as defined below) may agree in writing with the Company to be the record date for such Rights Issue) (the “Record Date”) other than those shareholders with addresses on the Record Date are outside Hong Kong to whom the Board, based on legal opinions provided by the legal advisers, considers it necessary or expedient not to offer the Rights Shares on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the “Excluded Shareholders”) as described in further details in the Company’s circular dated 13 January 2017 and on and subject to such terms and conditions as may be determined by the Directors and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “Underwriting Agreement” including all supplemental agreement(s) relating thereto, if any) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 11 November 2016 (as

---

## NOTICE OF THE EGM

---

supplemented on 10 January 2017) and made between the Company and Sorrento Securities Limited as underwriter (the “Underwriter”), and the transactions contemplated thereunder, be and are hereby approved;

- (b) any one Director be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that (i) the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong and (ii) excess Rights Shares which would otherwise have been allotted to the Qualifying Shareholders or the Excluded Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares;
- (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved; and
- (d) the arrangements for application for Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue be and are hereby approved, confirmed and ratified;
- (e) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”

Yours faithfully,  
By order of the Board  
**Capital VC Limited**  
**Chan Cheong Yee**  
*Executive Director*

---

## NOTICE OF THE EGM

---

*Notes:*

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar and transfer office 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 appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. A form of proxy for use at the extraordinary general meeting is attached herewith.
6. Any voting at the extraordinary general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

*As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Kong Fanpeng and Mr. Chan Cheong Yee; and three independent non-executive Directors, namely, Mr. Lam Kwan, Mr. Ong Chi King and Mr. Lee Ming Gin.*