
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **PERFECTECH INTERNATIONAL HOLDINGS LIMITED**, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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 its 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.

**PERFECTECH INTERNATIONAL HOLDINGS LIMITED****威發國際集團有限公司***

(the "Company")

(incorporated in Bermuda with limited liability)

(Stock Code: 00765)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT****AND****RE-ELECTION OF DIRECTORS**

A notice convening the annual general meeting of Perfectech International Holdings Limited to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 31 May 2016, Tuesday, at 3:00 p.m. is contained in the 2015 annual report of the Company.

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

* for identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE OF SHARES	10
APPENDIX II – DETAILS OF DIRECTORS STANDING FOR RE-ELECTION	13

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, on 31 May 2016, Tuesday, at 3:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 20 April 2016 for convening the AGM contained in the 2015 annual report of the Company
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Perfectech International Holdings Limited (威發國際集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange Stock Code: 00765)
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“General Mandate”	a general mandate to the Directors to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of approval of the mandate
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of approval of the mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and all other share option scheme(s) of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Share Options”	the share options granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 30 May 2012 conferring the holders thereof rights to subscribe the Shares in accordance with the said scheme
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary/Subsidiaries”	any entity which the meaning of the term “Subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly.
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

The logo for Perfectech, featuring the word "Perfectech" in a bold, sans-serif font inside a black rounded rectangle.

PERFECTECH INTERNATIONAL HOLDINGS LIMITED

威發國際集團有限公司*

(the "Company")

(incorporated in Bermuda with limited liability)

(Stock Code: 00765)

Executive Directors:

Mr. Poon Siu Chung (*Chairman*)

Dr. Poon Wai Tsun, William

Mr. Poon Wai Yip, Albert

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Independent Non-executive Directors:

Mr. Lam Yat Cheong

Mr. Yip Chi Hung

Mr. Choy Wing Keung, David

Principal Place of Business in Hong Kong:

Units C & D

9/F, Sing Teck Factory Building

44 Wong Chuk Hang Road

Aberdeen

Hong Kong

20 April 2016

To the Shareholders,

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT

AND

RE-ELECTION OF DIRECTORS

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;

* for identification purpose only

LETTER FROM THE BOARD

- (c) the granting to the Directors of the General Extension Mandate;
- (d) the refreshment of the 10% share option scheme limit; and
- (e) the re-election of Directors.

2. VARIOUS MANDATES

On 27 May 2015, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company was 326,923,607 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 65,384,721 Shares. There is no present intention for any issuance of Shares pursuant to the General Mandate.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 326,923,607 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,692,360 Shares. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

LETTER FROM THE BOARD

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

3. REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT

The Share Option Scheme was adopted by the Company on 30 May 2012. The 10% limit under the Share Option Scheme was refreshed pursuant to a resolution passed at the annual general meeting of the Company held on 20 May 2014. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, shall not exceed 10% of the total number of Shares in issue. Pursuant to the resolution passed at the annual general meeting of the Company held on 20 May 2014 which refreshed the Scheme Mandate Limit, the Company may grant further options carrying rights to subscribe for up to a total of 29,311,560 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the annual general meeting held on 20 May 2014).

The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit;
- (b) share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised share options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed; and
- (c) the total number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

LETTER FROM THE BOARD

If the further refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 326,923,607 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further options carrying rights to subscribe for up to a total of 32,692,360 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM).

Assuming that the refreshment of the Scheme Mandate Limit will be approved, and taking into account the total outstanding Share Options granted since the adoption of the Share Option Scheme (to subscribe for up to a total of 16,452,000 Shares), all of which remain unexercised, the number of Shares that may be issued under the Share Option Scheme will be in aggregate of 49,144,360 Shares, representing approximately 15.03% of the Shares in issue at the Latest Practicable Date and is within the 30% limit of the total number of Shares in issue from time to time as required under the Share Option Scheme.

From the date of the refreshment of the Scheme Mandate Limit under the Share Option Scheme on 20 May 2014 to the Latest Practicable Date, the number of Shares to be issued upon exercise of the Share Options granted, exercised, lapsed and outstanding is as follows:

Share Options Granted	Number of Shares to be Issued Upon Exercise of				Share Options Cancelled
	Share Options Exercised	Share Options Lapsed	Share Options Outstanding		
29,310,000	12,858,000	0	16,452,000	0	

Unless the current Scheme Mandate Limit is refreshed, as at the Latest Practicable Date, only up to a total of 1,560 Shares may be issued pursuant to the grant of further Share Options under the Share Option Scheme.

The Board considers that further refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole as it can allow the Company to be more flexible in providing incentives or rewards to eligible participants for their contribution to the Group and/or enable the Group to recruit and retain high-calibre key employees and senior management and attract human resources that are valuable to the Group. The granting of Share Options to the employees of the Group will not affect the Group's cash flow but will help the Company to retain and/or recruits key employees and senior management and to provide them with a direct economic interest and personal stake in the Company with the view to attaining the long term business objectives of the Company and motivate them to optimize their performance and efficiency for the benefit of the Group. To enable the Company to grant further Share Options to the Group's key employees and senior management, the Board proposes to seek the Shareholders' approval to further refresh the Scheme Mandate Limit at the AGM.

The further refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of the necessary resolution to approve the further refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and

LETTER FROM THE BOARD

- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares representing 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares to be listed by the Company (representing 10% of the Shares in issue as at the date of the AGM) which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.

4. RE-ELECTION OF DIRECTORS

In accordance with bye-law 99 of the Bye-laws and the Code on Corporate Governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

Name	Position
(a) Mr. Poon Siu Chung	Executive Director
(b) Dr. Poon Wai Tsun, William	Executive Director

Moreover, pursuant to the resolutions of the Company passed on 27 May 2015, the terms of the following Directors should expire at the conclusion of the AGM:

(c) Mr. Lam Yat Cheong	Independent Non-executive Director
(d) Mr. Yip Chi Hung	Independent Non-executive Director
(e) Mr. Choy Wing Keung, David	Independent Non-executive Director

All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, Mr. Lam Yat Cheong, Mr. Yip Chi Hung and Mr. Choy Wing Keung, David will hold office until the conclusion of the annual general meeting of the Company of 2017.

If re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Bye-laws or the disqualification to act as a Director under the Bye-laws, the laws of Bermuda and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

Mr. Lam Yat Cheong, Mr. Yip Chi Hung and Mr. Choy Wing Keung, David have been independent non-executive Directors since 2004, 2004 and 2007 respectively. As they have served the Company for more than 9 years, their further appointments will be subject to separate resolutions to be approved by the Shareholders. Mr. Lam Yat Cheong, Mr. Yip Chi Hung and Mr. Choy Wing Keung,

LETTER FROM THE BOARD

David have confirmed to the Company that save for the interest disclosed in Appendix II to this circular, they do not have any interest in the shares within the meaning of Part XV of the SFO, nor do they have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. Given Mr. Lam, Mr. Yip and Mr. Choy have been independent non-executive Directors for a number of years, they are very familiar with the business and operation of the Group as well as relevant responsibilities, obligations and requirements under the Listing Rules for being an independent non-executive Director. The Company is not aware of any matter which may indicate that Mr. Lam, Mr. Yip or Mr. Choy cannot remain as an independent non-executive Director. Having considered their background and experiences of, the Board is of the view that Mr. Lam, Mr. Yip and Mr. Choy have the expertise allowing them to discharge their duties as independent non-executive Directors and to give independent competent advice to the Company and it is in the best interest of the Company and the Shareholders as a whole that Mr. Lam, Mr. Yip and Mr. Choy be re-elected as independent non-executive Directors.

5. ANNUAL GENERAL MEETING

The AGM Notice is contained in the 2015 annual report of the Company and a form of proxy for use at the AGM is herein enclosed.

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

6. CLOSURE OF REGISTER OF MEMBERS

The Hong Kong register of members of the Company will be closed from 30 May 2016, Monday, to 31 May 2016, Tuesday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 27 May 2016, Friday.

7. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Board believes that the resolutions in relation to the granting to the Directors of the General Mandate, Repurchase Mandate and General Extension Mandate, the refreshment of the 10% share option scheme limit and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

9. RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,
By order of the Board
Perfectech International Holdings Limited
Poon Siu Chung
Chairman and Managing Director

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 326,923,607 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 32,692,360 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Bye-laws and the laws of Bermuda.

Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium of the Company.

On the basis of the combined net tangible assets of the Group as at 31 December 2015, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 326,923,607 to 294,231,247.

As at the Latest Practicable Date, Mr. Poon Siu Chung, directly or indirectly, held 140,307,430 Shares representing approximately 42.92% of the issued Share capital of the Company. The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Mr. Poon to increase to approximately 47.69%. In the event of such increase, Mr. Poon may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code as the aggregate percentage shareholding of him would increase by more than 2% of the voting rights of the Company from the lowest percentage shareholding in the previous twelve months period ending on the date of such Share repurchase.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	1.65	0.77
May	2.30	1.30
June	2.21	1.47
July	1.66	0.89
August	1.72	1.36
September	1.62	1.31
October	1.60	1.32
November	2.10	1.55
December	1.88	1.52
2016		
January	1.66	1.07
February	1.44	1.16
March	1.75	1.34
April (up to the Latest Practicable Date)	1.62	1.49

6. REPURCHASE OF SHARES

The Company had not purchased any shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

1. Mr. Poon Siu Chung

Mr. Poon Siu Chung, aged 66, is currently an executive Director. He is the Chairman and Managing Director of the Company. Mr. Poon is the co-founder of the Group and has over 40 years' experience in the plastic industry and toy business. He oversees the Group's operations and is responsible for formulating the Group's overall corporate policies and development plans. Mr. Poon is the father of Dr. Poon Wai Tsun, William and Mr. Poon Wai Yip, Albert.

In the three years immediately preceding the Latest Practicable Date, Mr. Poon did not hold any directorship in any publicly listed company.

Mr. Poon has entered into a service contract with the Company which shall continue to be effective unless terminated by three months' notice in writing served by either party on the other or payment in lieu. The remuneration for his services with the Group shall be HK\$1,440,000 per annum plus performance bonus at 3.00% on the Group's consolidated net profits, which is determined by the Board based on the remuneration policy of the Company, with reference to his duties and responsibilities with the Group and the prevailing market conditions (subject to review by the Remuneration Committee from time to time).

Mr. Poon Siu Chung was the beneficial owner of 22,764,000 Shares and he was deemed to be interested in 16,404,000 Shares and 101,139,430 Shares held by his spouse, Ms. Lau Kwai Ngor and Mime Limited respectively. Mime Limited is a limited company incorporated in Hong Kong and owned as to 55% by Mr. Poon Siu Chung and as to 45% by his spouse, Ms. Lau Kwai Ngor respectively.

Mr. Poon Siu Chung holds options to subscribe for 86,000 Shares.

2. Dr. Poon Wai Tsun, William

Dr. Poon Wai Tsun, William, aged 38, is currently an executive Director. He graduated from University of Bristol in the United Kingdom with a Bachelor degree in Mechanical Engineering and a Doctor of Philosophy degree in Engineering. Dr. Poon is responsible for the research and development of the Group's products. He joined the Group in 2009 and has more than 5 years' experience in manufacturing industry. Dr. Poon is the eldest son of Mr. Poon Siu Chung and Ms. Lau Kwai Ngor, his mother, a substantial shareholder of the Company, and is the elder brother of Mr. Poon Wai Yip, Albert.

In the three years immediately preceding the Latest Practicable Date, Dr. Poon did not hold any directorship in any publicly listed company.

Dr. Poon has entered into a service contract with the Company which shall continue to be effective unless terminated by one month's notice in writing served by either party on the other or payment in lieu. The remuneration for his services with the Group shall be HK\$780,000 per annum plus performance bonus at 1.25% on the Group's consolidated net profits, which is determined by the Board based on the remuneration policy of the Company, with reference to his duties and responsibilities with the Group and the prevailing market conditions (subject to review by the Remuneration Committee from time to time).

Ms. Man See Yee, the spouse of Dr. Poon, holds options to subscribe for 2,986,000 Shares.

3. Mr. Lam Yat Cheong

Mr. Lam Yat Cheong, aged 54, graduated from the Hong Kong Baptist University. Mr. Lam is a Certified Public Accountant and a sole proprietor of an audit firm and has over 20 years of auditing and accounting experience. He is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

In the three years immediately preceding the Latest Practicable Date, Mr. Lam did not hold any directorship in any publicly listed company except the following:

Name of the company	Listing venue	Stock code	Title
Lee's Pharmaceutical Holdings Limited	Hong Kong	950	Independent non-executive director
Wuyi International Pharmaceutical Company Limited	Hong Kong	1889	Independent non-executive director

Save for being an independent non-executive Director, Mr. Lam does not hold any other position with the Company and other members of the Group. He has not entered into any service contract with the Company. The annual emoluments payable to Mr. Lam is HK\$50,000 which was determined by reference to his duties and responsibilities and the prevailing market conditions (subject to review by the Board from time to time).

Mr. Lam does not hold any Shares or options to subscribe for Shares of the Company.

If re-elected at the AGM, Mr. Lam will continue to hold office until the conclusion of the annual general meeting of the Company to be held in 2017.

4. Mr. Yip Chi Hung

Mr. Yip Chi Hung, aged 57, is experienced in the construction industry. He has over 25 years of experience in a variety of building and maintenance projects for both the public and private sectors and is also well versed in the development of properties in Hong Kong and Singapore.

Mr. Yip has the following major appointments in the following companies:

Name of the company	Title
Fong Wing Shing Construction Company Limited	Director

In the three years immediately preceding the Latest Practicable Date, Mr. Yip did not hold any directorship in any publicly listed company except the following:

Name of the company	Listing venue	Stock code	Title	Appointment date	Resignation date
PacMOS Technologies Holdings Limited	Hong Kong	1010	Chairman and executive director	11/1998	30/6/2014
PacMOS Technologies Holdings Limited	Hong Kong	1010	Executive director	3/7/2014	27/11/2014

Save for being an independent non-executive Director, Mr. Yip does not hold any other position with the Company and other members of the Group. He has not entered into any service contract with the Company. The annual emoluments payable to Mr. Lam is HK\$50,000 which was determined by reference to his duties and responsibilities and the prevailing market conditions (subject to review by the Board from time to time).

Mr. Yip does not hold any Shares or options to subscribe for Shares of the Company.

If re-elected at the AGM, Mr. Yip will continue to hold office until the conclusion of the annual general meeting of the Company to be held in 2017.

5. Mr. Choy Wing Keung, David

Mr. Choy Wing Keung, David, aged 50, graduated from the Hong Kong Shue Yan University and is the sole proprietor of David Choy & Co., Certified Public Accountants (Practising). He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Certified Chartered Accountants. He has over 20 years of experience in the areas of auditing, accounting, secretarial services and taxation.

In the three years immediately preceding the Latest Practicable Date, Mr. Choy did not hold any directorship in any publicly listed companies.

Save for being an independent non-executive Director, Mr. Choy does not hold any other position with the Company and other members of the Group. He has not entered into any service contract with the Company. The annual emoluments payable to Mr. Choy is HK\$50,000 which was determined by reference to his duties and responsibilities and the prevailing market conditions (subject to review by the Board from time to time).

Mr. Choy holds options to subscribe for 500,000 Shares of the Company.

If re-elected at the AGM, Mr. Choy will continue to hold office until the conclusion of the annual general meeting of the Company to be held in 2017.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2015 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees <i>HK\$'000</i>	Salaries, allowances and benefits in kind <i>HK\$'000</i>	Employee share option benefits <i>HK\$'000</i>	Pension scheme contributions <i>HK\$'000</i>	Total remuneration <i>HK\$'000</i>
Mr. Poon Siu Chung	–	1,630	712	48	2,390
Dr. Poon Wai Tsun, William	–	862	712	18	1,592
Mr. Lam Yat Cheong	50	–	232	–	282
Mr. Yip Chi Hung	50	–	232	–	282
Mr. Choy Wing Keung, David	50	–	232	–	282

The emoluments to be received in 2016 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Bye-laws or the disqualification to act as a Director under the Bye-laws, the laws of Bermuda and the Listing Rules. Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.