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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a 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 **China Investments Holdings Limited**, you should at once hand this circular, the 2015 annual report and proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHINA INVESTMENTS HOLDINGS LIMITED

中國興業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 132)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of CHINA INVESTMENTS HOLDINGS LIMITED to be held at Longchamps Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 May 2016 at 10:30 a.m. is set out in Appendix II on pages 10 to 14 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the principal place of business of the Company at Unit 601, Tsim Sha Tsui Centre, 66 Mody Road, Tsimshatsui, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the meeting should you so wish.

Hong Kong, 18 April 2016

* For identification purpose only

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Longchamps Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 May 2016 at 10:30 a.m., a notice of which is set out in Appendix II on pages 10 to 14 of this circular
“Board”	the board of Directors or a duly authorized committee thereof for the time being
“Bye-laws”	the existing bye-laws of the Company
“Company”	China Investments Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company for the time being
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period, as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the total number of shares of the Company in issue as at the date of passing the Repurchase Resolution

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 4A of the notice of the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

LETTER FROM THE BOARD



CHINA INVESTMENTS HOLDINGS LIMITED

中國興業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 132)

Executive Directors:

Mr. He Xiangming (*Chairman*)
Mr. Lin Pingwu (*Managing Director*)
Mr. You Guang Wu (*Director*)
Mr. Huang Zhihe (*Deputy Managing Director*)
Ms. Wang Xin (*Deputy Managing Director*)

Independent Non-executive Directors:

Mr. Chan Kwok Wai
Mr. Chen Da Cheng
Mr. Deng Hong Ping

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business:*

Unit 601, Tsim Sha Tsui Centre
66 Mody Road, Tsimshatsui
Kowloon, Hong Kong

18 April 2016

To the shareholders of China Investments Holdings Limited

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on Thursday, 28 May 2015, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming AGM to be held on Friday, 20 May 2016. It is therefore proposed to seek your approval by way of an ordinary resolution to be proposed at the AGM to give a new general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares of the Company in issue as at the date of passing the Repurchase Resolution.

* For identification purpose only

LETTER FROM THE BOARD

An explanatory statement, which is required to be sent to shareholders under the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, will provide requisite information to you for your consideration of the Repurchase Proposal and is set out in Appendix I hereto.

2. GENERAL MANDATE TO ISSUE SHARES

It is also proposed at the AGM an ordinary resolution granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing the resolution no. 4B. In addition, an ordinary resolution will be proposed to extend such general mandate by an aggregate number of Shares repurchased by the Company pursuant to the Repurchase Resolution.

Subject to the passing of the ordinary resolution granting the general mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under such general mandate to issue a maximum of 342,465,828 Shares representing 20% of the total number of Shares of the Company in issue as at the Latest Practicable Date.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. He Xiangming, Mr. Lin Pingwu, Mr. You Guang Wu, Mr. Huang Zhihe, Ms. Wang Xin, Mr. Chan Kwok Wai, Mr. Chen Da Cheng and Mr. Deng Hong Ping.

Pursuant to the Bye-laws, Mr. Lin Pingwu, Mr. You Guang Wu, Mr. Huang Zhihe and Mr. Deng Hong Ping shall retire from office at the AGM and shall be eligible and offer themselves for re-election. Details of retiring Directors proposed for re-election at the AGM are set out in Appendix III to this circular.

Mr. Deng Hong Ping was appointed and has served as independent non-executive Director for more than nine years since April 2006. Pursuant to Code Provision A.4.3 of the Corporate Governance Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

LETTER FROM THE BOARD

The Company has received from Mr. Deng Hong Ping a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Deng Hong Ping has not engaged in any executive management of the Group. Taking into consideration of his independent scope of works in the past years, the Directors consider Mr. Deng Hong Ping to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Mr. Deng Hong Ping will be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the shareholders of the Company at the AGM.

4. ANNUAL GENERAL MEETING

Set out in Appendix II on pages 10 to 14 of this circular is a notice convening the AGM to consider, amongst other things, the ordinary resolutions relating to the above general mandates to repurchase and issue Shares and the re-election of retiring Directors.

5. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting if you so wish.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the shareholders' general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

So far as the Directors are aware, as at the Latest Practicable Date, no shareholder is required to abstain from voting under the Listing Rules in respect of any of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board is pleased to recommend the retiring Directors, details of whom are set out in Appendix III to this circular, for re-election at the AGM. The Board believes that the Repurchase Proposal, the general mandate to issue new Shares, re-election of retiring Directors are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that the shareholders of the Company should vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
China Investments Holdings Limited
He Xiangming
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to shareholders of the Company for their consideration of the Repurchase Resolution.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,712,329,142 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 171,232,914 Shares representing 10% of the total number of Shares of the Company in issue as at the Latest Practicable Date.

REASON FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such purchase may, depending on market conditions and funding arrangements at the time, may lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The Companies Act 1981 of Bermuda 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 that would otherwise be available for dividend or distribution or out of the share premium of the Company. Further, the Company cannot purchase its own shares if on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2015 in the event that the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares 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.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2015	0.560	0.435
May 2015	0.700	0.520
June 2015	2.070	0.630
July 2015	1.360	0.420
August 2015	1.050	0.680
September 2015	0.980	0.650
October 2015	0.900	0.770
November 2015	0.880	0.720
December 2015	0.860	0.750
January 2016	0.840	0.680
February 2016	0.800	0.700
March 2016	0.830	0.720
April 2016 (up to the Latest Practicable Date)	0.810	0.710

UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the shareholders of the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to sell any of the Shares to the Company or its subsidiaries, in the event that the Repurchase Proposal is approved by the shareholders of the Company.

TAKEOVER CODE

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

As at the Latest Practicable Date, 廣東南海控股投資有限公司 (Guangdong Nanhai Holding Investment Co., Ltd*), through its wholly-owned subsidiary, Prize Rich Inc., was beneficially interested in 1,083,799,385 issued Shares, representing approximately 63.29% of the issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Proposal (if the shareholding of the above shareholder in the Company and the capital structure of the Company otherwise remain the same), the interest of the above shareholder would be increased to approximately 70.33%.

The Directors are not aware of any consequence which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Proposal. In the event that the Repurchase Proposal is exercised in full, the number of Shares held by the public would not fall below 25%.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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**CHINA INVESTMENTS HOLDINGS LIMITED****中國興業控股有限公司****(Incorporated in Bermuda with limited liability)***(Stock code: 132)**

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Longchamps Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 May 2016 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor for the year ended 31 December 2015.
2.
 - (A) To re-elect Mr. Lin Pingwu as an executive director of the Company.
 - (B) To re-elect Mr. You Guang Wu as an executive director of the Company.
 - (C) To re-elect Mr. Huang Zhihe as an executive director of the Company.
 - (D) To re-elect Mr. Deng Hong Ping (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company.
 - (E) To authorise the board of directors to fix the remuneration of directors.
3. To re-appoint HLM CPA Limited as auditor and to authorize the board of directors to fix the remuneration of auditor.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

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ORDINARY RESOLUTIONS**A. “THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which the Directors are authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

- C. “**THAT** subject to the passing of Resolutions No. 4A and No. 4B set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution No. 4B set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares repurchased by the Company under the authority granted pursuant to Resolution No. 4A set out in the notice convening this meeting (such total number to be subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

By Order of the Board
China Investments Holdings Limited
Lo Tai On
Company Secretary

Hong Kong, 18 April 2016

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the principal place of business of the Company at Unit 601, Tsim Sha Tsui Centre, 66 Mody Road, Tsimshatsui, Kowloon, Hong Kong not less than forty-eight hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude any member from attending and voting in person at the meeting if the member so wishes and in such event, the proxy form shall be deemed to be revoked.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, the vote of the holder so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
4. With regard to item 2 of this notice, the board of directors of the Company proposes that the retiring directors, namely, Mr. Lin Pingwu, Mr. You Guang Wu, Mr. Huang Zhihe and Mr. Deng Hong Ping, be re-elected as directors of the Company. Their particulars are set out in Appendix III to the circular to shareholders dated 18 April 2016.

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM of the Company to be held on 20 May 2016:

Mr. Lin Pingwu, aged 48, holds a degree in history from South China Normal University. He has extensive experience in business management and finance. He worked as 南海市教育局計財科科長 (Chief of the Planning and Finance Section of Nanhai Education Office*), manager of a company which engaged in the education industry, 南海區西樵鎮鎮長 (Township Head of Xiqiao Town, Nanhai District*), 南海區外事僑務局 (旅遊局) 局長 (Director of Nanhai Foreign Affairs & Overseas Chinese Affairs Office (Travel and Tourism Administration) *), 南海區委副秘書長 (Deputy Secretary-General of Nanhai District Committee*), 南海區法制辦公室主任 (Director of Nanhai Legislative Office*) and 南海區財政局常務副局長 (Deputy Director of Nanhai Finance Office*).

Mr. Lin has been appointed as an executive director and managing director of the Company since 20 January 2016. He is also a member of the nomination committee and remuneration committee of the Company, and a director in a number of subsidiaries of the Company.

There is a service contract between Mr. Lin and the Company for a term of three years commencing from 20 January 2016. He is subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws of the Company. Mr. Lin is entitled to receive monthly salary of HK\$60,000, monthly housing allowance of HK\$25,000 and discretionary bonus by reference to his performance and results of the Company. His emolument has been determined by reference to his duties and responsibilities and prevailing market conditions and subject to authorization of shareholders of the Company at annual general meeting.

Save as disclosed above, Mr. Lin (i) does not hold any directorship in the last three years in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, (ii) does not hold any other position in the Company or any of its subsidiaries; and (iii) does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lin does not have any interest in Shares within the meaning of Part XV of the SFO.

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Mr. You Guang Wu, aged 51, is a senior accountant in the PRC and holds a master degree in economics. He has accumulated extensive experience in investment, financing and financial management.

Mr. You had been an independent non-executive director of the Company since 22 September 2004 and up to his re-designation as the vice chairman of the Board and an executive director of the Company on 6 April 2006. Mr. You was the chairman of the Board since 26 February 2009 until 23 July 2014 and was a member of the nomination committee and remuneration committee of the Company. Mr. You is now an executive director of the Company and a director in a number of subsidiaries of the Company.

There is a service contract between Mr. You and the Company for a term of three years until 31 January 2019. He is subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws of the Company. He is entitled to emolument of HK\$1,244,000 per annum plus discretionary bonus which is determined by the Board at its discretion by reference to his performance and the business of the Company and subject to authorization of shareholders of the Company at the annual general meeting.

Save as disclosed above, Mr. You (i) does not hold any directorship in the last three years in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, (ii) does not hold any other position in the Company or any of its subsidiaries; and (iii) does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. You does not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Huang Zhihe, aged 47, holds a bachelor degree in industrial management and engineering and a master of business administration from South China University of Technology. He has extensive experience of investment and development in real estate and management in hotel industry.

Mr. Huang has been appointed as an executive director and deputy managing director of the Company since 5 August 2013 and is the managing director of Foshan City Nanhai Canmanage Investments Holdings Limited, a wholly owned subsidiary of the Company and a director in a number of subsidiaries of the Company. There is a service contract between Mr. Huang and the Company for a period of two years until 4 August 2017. He is subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws of the Company. Mr. Huang is entitled to receive an annual salary of RMB260,000 and discretionary bonus by reference to his performance and results of the Company's and an annual director's fee of HK\$130,000. His salary and director's fee are to be determined by reference to his duties and responsibilities and prevailing market conditions and subject to authorization of shareholders of the Company at the annual general meeting.

Save as disclosed above, Mr. Huang (i) does not hold any directorship in the last three years in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, (ii) does not hold any other position in the Company or any of its subsidiaries; and (iii) does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Huang does not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Deng Hong Ping, aged 42, was appointed as an independent non-executive director of the Company on 6 April 2006. Mr. Deng holds a bachelor degree in marine engineering of the Ocean University of China in Guangdong and graduated in master of economics and legal studies of Huazhong University of Science and Technology. Mr. Deng is a practicing lawyer in the PRC and he has accumulated extensive experience in legal sectors, particularly in enterprises mergers and acquisition and debt reorganization.

Mr. Deng is the independent non-executive director of the Company, a member of the audit committee, nomination committee and remuneration committee of the Company.

Pursuant to a letter of appointment, the term of office of Mr. Deng is for two years until 5 April 2018. He is subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws of the Company. The director's fee for Mr. Deng is HK\$100,000 per annum, which was determined in accordance with the duties of the directors and market conditions and subject to the authorization of shareholders of the Company at the annual general meeting.

Save as disclosed above, Mr. Deng (i) does not hold any directorship in the last three years in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, (ii) does not hold any other position in the Company or any of its subsidiaries; and (iii) does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Deng does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

In relation to the above re-election of retiring Directors, there is no information which is discloseable nor are/were they 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)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.