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**IMPERIAL PACIFIC**  
INTERNATIONAL HOLDINGS

**IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED**

**博華太平洋國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1076)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of Imperial Pacific International Holdings Limited (the “**Company**”) will be held at 2:30 p.m. on Wednesday, 17 June 2015 at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. **“THAT:** the authorised share capital of the Company be increased from HK\$16,000,000 divided into 32,000,000,000 shares of HK\$0.0005 par value each to HK\$150,000,000 divided into 300,000,000,000 shares of HK\$0.0005 par value each by creating 268,000,000,000 new shares of HK\$0.0005 par value each in the capital of the Company (“**Increase in Authorised Share Capital**”) be and is hereby approved and the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company as they may consider necessary or expedient to give effect to or in connection with the Increase in Authorised Share Capital.”
2. **“THAT:** subject to the passing of Resolution No. 1 set out above and The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Bonus Shares (as defined below):
  - (a) upon the recommendation of the Directors an amount standing to the credit of the share premium account of the Company be capitalised and the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par new shares of HK\$0.0005 each in the capital of the Company (“**Bonus Shares**”), such Bonus Shares, credited as fully paid, to be issued, allotted and distributed among members of the Company whose names appear on the register of members of the Company at the close of business on Wednesday, 24 June 2015 (the

“**Record Date**”) on the basis of fifteen Bonus Shares for every one existing share of the Company of HK\$0.0005 par value each then held by a Qualifying Shareholder (as defined in the circular of the Company dated 1 June 2015 (the “**Circular**”)) on the Record Date;

- (b) in case where the address of any holder of Shares as shown on the register of members of the Company on the Record Date is outside Hong Kong (the “**Overseas Shareholders**”) and upon making relevant enquiries, the Directors consider the exclusion of such Overseas Shareholders is necessary or expedient, the Bonus Shares shall not be issued to such Overseas Shareholders (the “**Non-Qualifying Shareholders**”) but shall be aggregated and sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of the related expenses, of HK\$100.00 or more, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company;
- (c) the Bonus Shares to be issued, allotted and distributed pursuant to paragraph (a) of this resolution shall be subject to the bye-laws of the Company and shall rank *pari passu* in all respects with the existing issued and unissued shares on the Record Date, except that they will not be entitled for the issue of Bonus Shares mentioned in this resolution; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the Non-Qualifying Shareholder(s), the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

Yours faithfully  
For and on behalf of the Board  
**Imperial Pacific International Holdings Limited**  
**Cai Lingli**  
*Executive Director*

Hong Kong, 1 June 2015

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies (if such shareholder is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For the purpose of determining shareholders of the Company who are entitled to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 16 June 2015 to Wednesday, 17 June 2015 (both days inclusive), during which no transfer of shares of the Company can be registered. In order to qualify for attending and voting at the SGM, all transfer documents should be lodged for registration with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2015.
4. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the SGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. As at the date of this notice, the Board comprises Ms. Cai Lingli and Ms. Xia Yuki Yu as executive directors; and Mr. Ng Hoi Yue, Mr. Tso Hon Sai Bosco and Mr. Lee Kwok Leung as independent non-executive directors.