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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Easyknit Enterprises Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**EASYKNIT ENTERPRISES HOLDINGS LIMITED****永義實業集團有限公司\****(incorporated in Bermuda with limited liability)***(Stock Code: 0616)****POSSIBLE MAJOR TRANSACTIONS****POSSIBLE DISPOSALS OF LISTED SECURITIES;  
POSSIBLE ACQUISITIONS OF LISTED SECURITIES;  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM to be held at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 11 October 2013 at 9:30 a.m. is set out on pages N-1 to N-4 of this circular. Whether or not you intend to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the SGM.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

\* *for identification only*

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## DEFINITIONS

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

“ABC”	Agricultural Bank of China Limited, a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the main board of the Stock Exchange (stock code: 1288)
“ABC Shares”	overseas listed foreign shares with a par value of RMB1.00 each in the share capital of ABC, listed on the main board of the Stock Exchange and traded in Hong Kong dollars
“Acquisition(s)”	any on-market acquisition(s) of HKEx Shares by the Group in the future
“Board”	the board of Directors
“Company”	Easyknit Enterprises Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Disposal(s)”	any on-market disposal(s) of ABC Shares and/or HKEx Shares by the Group in the future
“EI”	Easyknit International Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Goodco”	Goodco Development Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of EI
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“HKEx”	Hong Kong Exchanges and Clearing Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 388)
“HKEx Shares”	shares with a par value of HK\$1.00 each in the share capital of HKEx
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Landmark Profits”	Landmark Profits Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of EI
“Last Trading Day”	28 August 2013, being the last Stock Exchange trading day prior to the publishing of the announcement dated 30 August 2013
“Latest Practicable Date”	19 September 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“major transaction”	the meaning ascribed to it in the Listing Rules
“percentage ratios”	the meaning ascribed to it in the Listing Rules
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened on Friday, 11 October 2013 to consider and, if thought fit, approve the proposed Disposal(s) and/or Acquisition(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“very substantial acquisition”	the meaning ascribed to it in the Listing Rules
“very substantial disposal”	the meaning ascribed to it in the Listing Rules
“%”	per cent

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LETTER FROM THE BOARD

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**EASYKNIT ENTERPRISES HOLDINGS LIMITED**

**永義實業集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 0616)**

*Executive Directors:*

Mr. Kwong Jimmy Cheung Tim  
*(Chairman and Chief Executive Officer)*

Ms. Lui Yuk Chu  
*(Vice President)*

Ms. Koon Ho Yan Candy

*Non-executive Director:*

Mr. Tse Wing Chiu Ricky

*Independent Non-executive Directors:*

Mr. Kan Ka Hon

Mr. Lau Sin Ming

Mr. Foo Tak Ching

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

Unit A, 7th Floor  
Hong Kong Spinners Building  
Phase 6  
481-483 Castle Peak Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

23 September 2013

*To the Shareholders*

Dear Sir or Madam,

**POSSIBLE MAJOR TRANSACTIONS**

**POSSIBLE DISPOSALS OF LISTED SECURITIES;  
AND  
POSSIBLE ACQUISITIONS OF LISTED SECURITIES**

**INTRODUCTION**

On 30 August 2013, the Company announced that the Board proposed to seek Shareholders' approval for (1) possible Disposal(s) of ABC Shares and/or HKEx Shares and (2) possible Acquisitions of HKEx Shares, through its wholly-owned subsidiaries, in

\* *for identification only*

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## LETTER FROM THE BOARD

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open market transactions on the Stock Exchange in amounts that could constitute major transactions.

### **POSSIBLE DISPOSALS**

The Company intends to seek Shareholders' approval for the possible Disposals of ABC Shares and/or HKEx Shares, through its wholly-owned subsidiaries, in open market transactions on the Stock Exchange in amounts that could constitute major transactions.

Under the Listing Rules, certain percentage ratios are used to determine the classification of transaction. In the event any such percentage ratio for a possible Disposal is more than 25%, that Disposal will constitute a major transaction for the Company under Chapter 14 of the Listing Rules. Due to the fact that the percentage ratios under the Listing Rules are required to be based on information available at the time of the relevant transaction, the relevant figures used in this circular (except the minimum disposal price) are for illustration only.

#### **(1) Possible Disposals of ABC Shares**

As at the Latest Practicable Date, the Company held 4,000,000 ABC Shares, which represent approximately 0.0012% of the existing issued share capital of ABC. The Directors are considering the possible disposal of some or all of those shares in one or more on-market transactions at a minimum price of HK\$2.20 per ABC Share, which represents a 33.13% discount to the closing price per ABC Share of HK\$3.29 as quoted on the Stock Exchange on the Last Trading Day.

No contractual arrangements have been entered into by the Company with any party in respect to possible Disposals of ABC Shares and the Company intends to seek advance Shareholders' approval in order for any such disposal to be effected expeditiously when the market conditions are favourable.

The possible Disposals of up to all its current holding of ABC Shares may constitute a major transaction for the Company under the Listing Rules, for which Shareholders' approval is required. At present, no Shareholder is required to abstain from voting on the approval of the Disposals.

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## LETTER FROM THE BOARD

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The Disposals of ABC Shares for which the Shareholders' approval will be sought will only be effected if:

- the disposal price equals or exceeds HK\$2.20 per ABC Share;
- all of the percentage ratios under the Listing Rules for the disposal of the relevant ABC Shares are below 75%; and
- the relevant Disposal is completed within 12 months of the approval of Shareholders being given.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as the Stock Exchange is an automated market in which buy and sell orders are matched automatically any ABC Shares to be disposed of by the Group will be sold to parties who are independent of the Company and any director, chief executive or substantial shareholder of any member of the Group or any associate of any of them or any connected persons (as defined in the Listing Rules) of the Company.

The minimum disposal price per ABC Share represents:

- a discount of approximately 24.9% to the net asset value of HK\$2.93 per ABC Share (which is calculated based on the audited net asset value of approximately RMB751,354 million (equivalent to approximately HK\$951,851 million) as at 31 December 2012 divided by the number of ABC Shares outstanding as at 31 December 2012 of 324,794,117,000 shares, this information is obtained from the annual report of ABC for the year ended 31 December 2012);
- a price to earnings ratio of 3.9 times the basic earnings per ABC Share of RMB0.45 (equivalent to approximately HK\$0.57) for the year ended 31 December 2012;
- a discount of approximately 33.13% to the closing price of HK\$3.29 per ABC Share as quoted on the Stock Exchange on the Last Trading Day;
- a discount of approximately 34.41% to the average closing price of HK\$3.35 per ABC Share as quoted on the Stock Exchange for the last 5 days up to and including the Last Trading Day;

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## LETTER FROM THE BOARD

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- a discount of approximately 31.94% to the closing price of HK\$3.23 per ABC Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day;
- a discount of approximately 32.13% to the closing price of HK\$3.24 per ABC Share as quoted on the Stock Exchange for the last 60 trading days up to and including the Last Trading Day;
- a discount of approximately 35.12% to the closing price of HK\$3.39 per ABC Share as quoted on the Stock Exchange for the last 90 trading days up to and including the Last Trading Day;
- a discount of approximately 39.34% to the closing price of HK\$3.63 per ABC Share as quoted on the Stock Exchange for the last 180 trading days up to and including the Last Trading Day; and
- a discount of approximately 40.86% to the closing price of HK\$3.72 per ABC Share as quoted on the Stock Exchange as at the Latest Practicable Date.

Upon approval by the Shareholders of the possible Disposals which may constitute a major transaction for the Company, the Company will closely monitor any disposal of ABC Shares by the Group to ensure that the aggregate disposals will not give rise to a very substantial disposal. If such an event occurs, the Company will adhere to any additional requirements under the Listing Rules, including seeking further approval by the Shareholders, if required, before proceeding with further disposals of ABC Shares.

### *Financial Effect of the Possible Disposals of ABC Shares*

Based on the market capitalisation of the Company on the Last Trading Day and the minimum disposal price of HK\$2.20 per ABC Share, the maximum amount for possible Disposals in order not to constitute a very substantial disposal will be approximately HK\$85,000,000, before expenses, for the Company. As at the Latest Practicable Date, there was no specific use of the proceeds and it is expected that they will be used for general working capital or investment as referred to below.

According to the Group's books and records, the average acquisition cost per ABC Share was approximately HK\$3.61, resulting in an estimated loss on disposal of approximately HK\$5,630,000, before expenses, assuming sales at the minimum price of HK\$2.20 per ABC Share and the sale of 4,000,000 ABC Shares.

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## LETTER FROM THE BOARD

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### *Reasons for the Possible Disposals of ABC Shares*

The purpose of the possible Disposal of ABC Shares is to balance the Group's securities investment portfolio. In addition, the possible Disposals will enable the Company to realise some of its shareholding interest in ABC and diversify its investment base. Although no acquisition or investment proposals are currently under negotiation, the proceeds after the Disposal(s) will provide the Company with additional resources to fund such acquisitions and investments when opportunities arise.

### *Information on ABC*

According to publicly available information, ABC is a joint-stock company incorporated in the PRC with limited liability and the H shares of which are listed on the main board of the Stock Exchange (Stock Code: 1288). According to its company profile made available on the internet, ABC provides a comprehensive range of commercial banking products and services. Further information on ABC can be found on the website of the Stock Exchange. Based on the interim results of ABC for the six months ended 30 June 2013, the unaudited net asset value of ABC as at 30 June 2013 was RMB791,231 million. Furthermore, according to the annual reports of ABC for the two years ended 31 December 2011 and 31 December 2012 respectively, its profits before and after taxation were approximately RMB158,201 million and RMB121,956 million; and RMB187,927 million and RMB145,131 million respectively.

### **(2) Possible Disposals of HKEx Shares**

As at the Latest Practicable Date, the Company held 446,111 HKEx Shares, which represent approximately 0.039% of the existing issued share capital of HKEx. The Directors are considering disposal of some or all of those shares in one or more on-market transactions at a minimum price of HK\$110 per HKEx Share before expenses, which represents a 7.64% discount to the closing price of HK\$119.10 as quoted on the Stock Exchange on the Last Trading Day.

No contractual arrangements have been entered into by the Company with any party in respect to the possible Disposal of HKEx Shares and the Company intends to seek advance Shareholders' approval in order for any such disposal to be effected expeditiously when the market conditions are favourable.

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## LETTER FROM THE BOARD

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The possible Disposals of up to all its current holding of HKEx Shares may constitute a major transaction for the Company under the Listing Rules, for which Shareholders' approval is required. At present, no Shareholder is required to abstain from voting on the approval of any such Disposal.

The Disposals of HKEx Shares for which the Shareholders' approval will be sought will only be effected if:

- the disposal price equals or exceeds HK\$110 per HKEx Share;
- all of the percentage ratios under the Listing Rules for the disposal of the relevant HKEx Shares are below 75%; and
- the relevant Disposal is completed within 12 months of the approval of Shareholders being given.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as the Stock Exchange is an automated market in which buy and sell orders are matched automatically any HKEx Shares to be disposed of by the Group will be sold to parties who are independent of the Company and any director, chief executive or substantial shareholder of any member of the Group or any associate of any of them or any connected persons (as defined by the Listing Rules) of the Company.

The minimum disposal price per HKEx Share represents:

- a premium of approximately 653.70% to the net asset value of HK\$14.45 per HKEx Share (which is calculated based on the audited net asset value of approximately HK\$17,764 million as at 31 December 2012 divided by the number of HKEx Shares outstanding as at 31 December 2012 of 1,147,808,087 shares, this information is obtained from the annual report of HKEx for the year ended 31 December 2012);
- a price to earnings ratio of 29.3 times the basic earnings per HKEx Share of HK\$3.75 for the year ended 31 December 2012;
- a discount of approximately 7.64% to the closing price of HK\$119.10 per HKEx Share as quoted on the Stock Exchange on the Last Trading Day;

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## LETTER FROM THE BOARD

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- a discount of approximately 9.75% to the average closing price of HK\$121.88 per HKEx Share as quoted on the Stock Exchange for the last 5 days up to and including the Last Trading Day; and
- a discount of approximately 9.99% to the closing price of HK\$122.21 per HKEx Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day;
- a discount of approximately 9.53% to the closing price of HK\$121.59 per HKEx Share as quoted on the Stock Exchange for the last 60 trading days up to and including the Last Trading Day;
- a discount of approximately 11.81% to the closing price of HK\$124.73 per HKEx Share as quoted on the Stock Exchange for the last 90 trading days up to and including the Last Trading Day;
- a discount of approximately 16.13% to the closing price of HK\$131.15 per HKEx Share as quoted on the Stock Exchange for the last 180 trading days up to and including the Last Trading Day; and
- a discount of approximately 15.64% to the closing price of HK\$130.40 per HKEx Share as quoted on the Stock Exchange as at the Latest Practicable Date.

Upon approval by the Shareholders of the Disposals of HKEx Shares which may constitute a major transaction for the Company, the Company will closely monitor any disposal of HKEx Shares by the Group to ensure that the aggregate Disposals will not give rise to a very substantial disposal. If such an event occurs, the Company will adhere to any additional requirements under the Listing Rules, including seeking further approval by the Shareholders, if required, before proceeding with further disposals of HKEx Shares.

### ***Financial Effect of the Possible Disposals of HKEx Shares***

Based on the market capitalisation of the Company on the Last Trading Day and the minimum disposal price of HK\$110 per HKEx Share, the maximum amount for possible Disposals in order not to constitute a very substantial disposal will be of approximately HK\$85,000,000, before expenses, for the Company. As at the Latest Practicable Date, there was no specific use of the proceeds and it is expected that they will be used for general working capital or investment as referred to below.

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## LETTER FROM THE BOARD

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According to the Group's books and records, the average acquisition cost per HKEx Share was approximately HK\$142.16, resulting in an estimated loss on disposal of approximately HK\$14,346,000, before expenses, assuming sales at the minimum price of HK\$110 per HKEx Share and the sale of 446,111 HKEx Shares.

### *Reasons for the Possible Disposal of HKEx Shares*

The purpose of the possible Disposal of HKEx Shares is to balance the Group's securities investment portfolio. As the recent movements in the price of HKEx Shares are in an upward trend, by anticipating in the market movements, the Board is of the view that to realise the existing investment in HKEx Shares may benefit to the Company by accumulating the cash and then to reinvest in the next investment cycle. Although no acquisition or investment proposals are currently under negotiation, the proceeds after the Disposal will provide the Company with additional resources to fund such acquisitions and investments when opportunities arise.

### **Effects of Disposals on Earnings and Assets and Liabilities of the Group**

The Disposal(s) in open market transaction(s) in the Stock Exchange will increase the amount of cash of the Group by the amount of consideration received for Disposal(s), net of related expenses. As the Group's investments in the ABC Shares and the HKEX Shares are stated in the Group's consolidated financial statements at fair value which are based on the quoted market bid prices on the Stock Exchange, the Disposal is expected to have no material impact on the consolidated assets and the earnings of the Group.

### **POSSIBLE ACQUISITIONS**

The Company also intends to seek Shareholders' approval for the possible Acquisitions of HKEx Shares, through its wholly-owned subsidiaries, in open market transactions on the Stock Exchange in amounts that could constitute a major transaction.

Under the Listing Rules, certain percentage ratios are used to determine the classification of transaction. In the event any such percentage ratios for a possible Acquisition is more than 25% but less than 100%, that Acquisition will constitute a major transaction for the Company under Chapter 14 of the Listing Rules. Due to the fact that the percentage ratios under the Listing Rules are required to be based on information available at the time of the relevant transaction, the relevant figures used in this circular (except the maximum acquisition price) are for illustration only.

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## LETTER FROM THE BOARD

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### Possible Acquisitions of HKEx Shares

As at the Latest Practicable Date, the Company held 446,111 HKEx Shares, which represents approximately 0.039% of the existing issued share capital of the HKEx.

The Directors are considering the acquisition of more HKEx Shares at prices up to a maximum of HK\$140 per HKEx Share. The maximum acquisition price of HK\$140 per HKEx Share represents a 17.53% premium to the closing price of HK\$119.10 as quoted on the Stock Exchange on the Last Trading Day. Given the market capitalisation of the Company on the Last Trading Day and the maximum acquisition price of HK\$140 per HKEx Share, the maximum consideration payable by the Group to acquire HKEx Shares in order not to constitute a very substantial acquisition would be approximately HK\$113,000,000 before expenses.

No contractual arrangements have been entered into by the Company with any party in respect to the possible Acquisitions as the Company intends to seek advance Shareholders' approval in order for acquisitions to be effected expeditiously when the market conditions are favourable.

The possible Acquisitions of HKEx Shares may constitute a major transaction for the Company under the Listing Rules, for which Shareholders' approval is required. At present, no Shareholder is required to abstain from voting on the approval of the said Acquisition.

The possible Acquisitions for which advance Shareholders' approval is being sought will only be effected if:

- the acquisition price per HKEx Share does not exceed the maximum acquisition price of HK\$140 per HKEx Share, being a 17.53% premium to the closing price of HK\$119.10 as quoted on the Stock Exchange on the Last Trading Day;
- all of the percentage ratios under the Listing Rules for the acquisition of the relevant HKEx Shares are below 100%; and
- the relevant Acquisitions on the open market through the Stock Exchange and completed within a period of 12 months of the approval of Shareholders being given.

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## LETTER FROM THE BOARD

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As the Stock Exchange is an automated market in which buy and sell orders are matched automatically it is expected that all the HKEx Shares to be acquired, will to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, be from parties who are independent of the Company and any director, chief executive and substantial shareholder of the Company, its subsidiaries or any associates of any of them or any connected persons (as defined by the Listing Rules) of the Company.

The maximum acquisition price of HK\$140 per HKEx Share represents:

- a premium of approximately 17.55% to the closing price of HK\$119.10 per HKEx Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 14.87% to the average closing price of HK\$121.88 per HKEx Share as quoted on the Stock Exchange for the last 5 days up to and including the Last Trading Day; and
- a premium of approximately 14.56% to the average closing price of HK\$122.21 per HKEx Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day;
- a premium of approximately 15.14% to the average closing price of HK\$121.59 per HKEx Share as quoted on the Stock Exchange for the last 60 trading days up to and including the Last Trading Day;
- a premium of approximately 12.24% to the average closing price of HK\$124.73 per HKEx Share as quoted on the Stock Exchange for the last 90 trading days up to and including the Last Trading Day;
- a premium of approximately 6.74% to the average closing price of HK\$131.15 per HKEx Share as quoted on the Stock Exchange for the last 180 trading days up to and including the Last Trading Day; and
- a premium of approximately 7.36% to the closing price of HK\$130.40 per HKEx Share as quoted on the Stock Exchange as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### **Reasons and Benefits for the Possible Acquisitions**

The Board (including all the independent non-executive Directors) is of view that:

- (i) the recent movements in the price of HKEx Shares represent a good investment opportunity for the Group to acquire HKEx Shares and that HKEx is a well established and reputable company in Hong Kong with good profit track record; and
- (ii) the possible Acquisitions, which will be conducted in the open market on the Stock Exchange, will be on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Effects of Acquisition(s) on Earnings and Assets and Liabilities of the Group**

The Acquisition(s) in open market transaction(s) in the Stock Exchange will decrease the amount of cash of the Group by the amount of consideration paid for the Acquisition(s) and related expenses. The Acquisitions are expected to have no material impact on the consolidated assets and the earnings of the Group.

### **Information on HKEX**

According to publicly available information, HKEx is a company incorporated in Hong Kong with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 388). According to its company profile available on the internet, HKEx is the holding company of the Stock Exchange, Hong Kong Futures Exchange Limited and Hong Kong Securities Clearing Company Limited and brings together the market organisations which have transformed Hong Kong's financial services industry from a domestically focused market to become a central market place in Asia attracting investment funds from all over the world. HKEx was listed in June 2000 following the integration of Hong Kong's securities and derivatives markets. HKEx services comprise trading, clearing and settlement, depository and nominee services, and information services. Further information on HKEx can be found on the website of the Stock Exchange.

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## LETTER FROM THE BOARD

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Based on the interim report of HKEx for the six months ended 30 June 2013, the unaudited net asset value of HKEx as at 30 June 2013 was HK\$6,390 million. With reference to the annual reports of HKEx for the two years ended 31 December 2011 and 31 December 2012 respectively, its profits before and after taxation were approximately HK\$6,032 million and HK\$5,093 million for the year ended 31 December 2011; and HK\$4,845 million and HK\$4,084 million for the year ended 31 December 2012. It had total assets of HK\$54,028 million at 31 December 2011 and of HK\$80,837 million at 31 December 2012.

### INFORMATION ON THE COMPANY

The Company is engaged in property investments, garment sourcing and exporting businesses, investment in securities and loan financing.

### SGM

The proposed Disposal(s) and/or proposed Acquisition(s) may constitute major transactions for the Company under the Listing Rules, for which Shareholders' approval is required. At present no Shareholder is required to abstain from voting on the approval of the Disposal(s) and/or Acquisition(s).

Upon approval by the Shareholders of the proposed Disposal(s) and proposed Acquisition(s), the Company will closely monitor the Disposal(s) and/or Acquisition(s) to ensure that the aggregate Disposals and/or Acquisitions will not give rise to a very substantial disposal and/or acquisition respectively. In such an event, the Company will comply with the requirements of the Listing Rules, including seeking further approval by the Shareholders, if required, before proceeding with further Disposals and/or Acquisitions.

A notice convening the SGM to be held on Friday, 11 October 2013 at 9:30 a.m. at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong for the purpose of considering and, if thought fit, approving, among other things, the Disposal(s) and Acquisition(s) is set out on pages N-1 to N-4 of this circular.

Whether or not Shareholders are able to attend the meeting, they are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM. Completion and return of the form or proxy will not preclude the Shareholders from subsequently attending and voting in person at the SGM or any adjournment thereof should they so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the terms of the proposed Disposal(s) and/or proposed Acquisition(s) are fair and reasonable and in the interests of the Company and its shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the Disposal(s) and/or Acquisition(s) and matters ancillary thereto as set out in the notice of SGM.

### ADDITIONAL INFORMATION

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

Yours faithfully,

By Order of the Board

**Easyknit Enterprises Holdings Limited**

**Kwong Jimmy Cheung Tim**

*Chairman & Chief Executive Officer*

**1. FINANCIAL SUMMARY OF THE GROUP**

The published audited consolidated financial statements of the Group for the years ended 31 March 2011, 2012 and 2013 are disclosed in the annual reports of the Company for the years ended 2011 (pages 29-90), 2012 (pages 40-134) and 2013 (pages 45-138). They can be accessed on the website of the Company ([www.easyknitenterp.com](http://www.easyknitenterp.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

**2. WORKING CAPITAL**

The Directors are of the opinion that, after taking into account its present available financial resources, the Group has sufficient working capital for the next 12 months from the date of this circular in the absence of unforeseen circumstances.

**3. INDEBTEDNESS**

At the close of business on 31 August 2013, being the latest practicable date for ascertaining this information prior to the printing of this circular, the Group had outstanding bank borrowings of approximately HK\$166.1 million, which were guaranteed by the Company and were secured by certain investment properties of the Group. The bank borrowings comprised bank loans of approximately HK\$165.9 million and interest payable of approximately HK\$0.2 million.

Apart from as disclosed above and intra-group liabilities, the Group did not have at the close of business on 31 August 2013 any debt securities authorised or created but unissued, issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, finance leases, hire purchase commitments, guarantees or other material contingent liabilities.

**4. MATERIAL CHANGE**

The Directors are not aware of any material adverse change to the financial or trading position of the Group since 31 March 2013, being the date to which the latest published audited financial statements of the Company were made up.

## 5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As disclosed in the annual report of the Company for the year ended 31 March 2013, the operating environment of the garment sourcing and exporting businesses was challenging during the year due to record high prices of cotton, continued appreciation of the Renminbi against the US dollar and overall price surges resulting from inflation. However, the Company will continue to enhance its competitiveness by providing customers with more products of better quality and design.

For the property investment, although the newly launched tax measures on residential flats to buyers in Hong Kong will inevitably cause an adverse impact on the residential property market in short run, the underlying housing demand is anticipated to remain strong due to the continuing demographic development, low mortgage rates and limited supply of new units. To better position itself to cope with the uncertainties on global economy and changing local policy, the Group will continue seeking opportunities in the acquisition of properties in good locations, keep on revising and adjusting development plans and marketing strategies to tackle the changes in the market conditions. The Group expects that revenue and contribution from property investment segment will continue to grow and become one of the Group's major recurring and reliable income sources.

On the front of securities investment business, the Board will stick to a prudent principle in its investment strategy in focusing on investments which are relatively lower risk in order to secure stable returns at a minimal risk.

Going forward, the Group will vigilantly strengthen its core business and operations with a view to undertaking steady progress in a constantly challenging market. In addition, the Group will keep on exploring the investment opportunities in hotel and service apartment projects, notwithstanding that the Company currently has not identified any specific acquisition target.

**(A) POSSIBLE DISPOSAL(S) OF ABC SHARES****Unaudited Pro Forma Statement of Assets and Liabilities**

The following is an illustrative and unaudited pro forma statement of assets and liabilities of the Group which has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the possible on-market disposal(s) of shares of Agricultural Bank of China Limited (the “ABC Shares”) in the future (the “Proposed Disposal of ABC Shares”) as if the Proposed Disposal of ABC Shares had taken place and settled on 31 March 2013.

This unaudited pro forma statement of assets and liabilities of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Proposed Disposal of ABC Shares been completed as at 31 March 2013 or at any future date.

	<b>The Group at 31 March 2013 HK\$'000 (Audited) Note 1</b>	<b>Pro forma adjustment HK\$'000 Note 2</b>	<b>Pro forma total for the Group HK\$'000 (Unaudited)</b>
<b>Non-current assets</b>			
Property, plant and equipment	141	—	141
Investment properties	612,874	—	612,874
Loans receivable	17,500	—	17,500
	630,515	—	630,515
<b>Current assets</b>			
Trade and other receivables	22,996	—	37,846
Bills receivable	153	—	153
Investments held for trading	72,904	(14,880)	58,024
Bank balances and cash	277,411	14,850	277,411
	373,464	(30)	373,434

	The Group at 31 March 2013 <i>HK\$'000</i> (Audited) <i>Note 1</i>	Pro forma adjustment <i>HK\$'000</i>  <i>Note 2</i>	Pro forma total for the Group <i>HK\$'000</i> (Unaudited)
<b>Current liabilities</b>			
Trade and other payables	17,634	—	17,634
Tax payable	6,909	—	6,909
Secured bank borrowings	6,755	—	6,755
	<u>31,298</u>	<u>—</u>	<u>31,298</u>
<b>Net current assets</b>	<u>342,166</u>	<u>(30)</u>	<u>342,136</u>
<b>Total assets less current liabilities</b>	<u>972,681</u>	<u>(30)</u>	<u>972,651</u>
<b>Non-current liabilities</b>			
Deferred tax liabilities	12,870	—	12,870
Secured bank borrowings	161,932	—	161,932
	<u>174,802</u>	<u>—</u>	<u>174,802</u>
<b>Net assets</b>	<u><u>797,879</u></u>	<u><u>(30)</u></u>	<u><u>797,849</u></u>

*Notes:*

- The figures are extracted from the audited consolidated statement of financial position of the Group as at 31 March 2013, as set out in the published annual report of the Company for the year ended 31 March 2013.
- The adjustment represents the disposal of 4,000,000 ABC Shares, which were held by the Group as at 31 March 2013, in one on-market transaction at the closing bid price of HK\$3.72 per ABC Share as at 31 March 2013. Direct expenses relating to the Proposed Disposal of ABC Shares are approximately HK\$30,000, including stamp duty of approximately HK\$15,000 and brokerage fee of approximately HK\$15,000. It is assumed that the net sales proceeds, after deducting direct expenses of approximately HK\$30,000, were all settled in cash as at 31 March 2013.
- No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2013.

**Independent Reporting Accountant’s Assurance Report on the Compilation of  
Pro Forma Financial Information****Deloitte.**  
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太古廣場一座35樓Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong*To the Directors of Easyknit Enterprises Holdings Limited*

We have completed our assurance engagement to report on the compilation of pro forma financial information of Easyknit Enterprises Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma statement of assets and liabilities as at 31 March 2013 and related notes as set out on pages II-1 and II-2 of the circular issued by the Company dated 23 September 2013 (the “Circular”). The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages II-1 and II-2 of the Circular.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the possible on-market disposal(s) of shares of Agricultural Bank of China Limited in the future (the “Proposed Disposal of ABC Shares”) on the Group’s financial position as at 31 March 2013 as if the Proposed Disposal of ABC Shares had taken place and settled on 31 March 2013. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s consolidated financial statements for the year ended 31 March 2013, on which an audit report has been published.

*Directors’ Responsibilities for the Pro Forma Financial Information*

The Directors are responsible for compiling the 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” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

*Reporting Accountant's Responsibilities*

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the 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 pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Disposal of ABC Shares at 31 March 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and

- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Opinion*

In our opinion:

- (a) the pro forma financial information has been properly compiled 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 pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
23 September 2013

**(B) POSSIBLE DISPOSAL(S) OF HKEX SHARES****Unaudited Pro Forma Statement of Assets and Liabilities**

The following is an illustrative and unaudited pro forma statement of assets and liabilities of the Group which has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the possible on-market disposal(s) of shares of Hong Kong Exchanges and Clearing Limited (the “HKEx Shares”) in the future (the “Proposed Disposal of HKEx Shares”) as if the Proposed Disposal of HKEx Shares had taken place and settled on 31 March 2013.

This unaudited pro forma statement of assets and liabilities of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Proposed Disposal of HKEx Shares been completed as at 31 March 2013 or at any future date.

	<b>The Group at 31 March 2013</b>	<b>Pro forma adjustment</b>	<b>Pro forma total for the Group</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Audited)		(Unaudited)
	<i>Note 1</i>	<i>Note 2</i>	
<b>Non-current assets</b>			
Property, plant and equipment	141	—	141
Investment properties	612,874	—	612,874
Loans receivable	17,500	—	17,500
	630,515	—	630,515
<b>Current assets</b>			
Trade and other receivables	22,996	—	22,996
Bills receivable	153	—	153
Investments held for trading	72,904	(26,790)	46,114
Bank balances and cash	277,411	26,736	304,147
	373,464	(54)	373,410

	The Group at 31 March 2013 <i>HK\$'000</i> (Audited) <i>Note 1</i>	Pro forma adjustment <i>HK\$'000</i>  <i>Note 2</i>	Pro forma total for the Group <i>HK\$'000</i> (Unaudited)
<b>Current liabilities</b>			
Trade and other payables	17,634	—	17,634
Tax payable	6,909	—	6,909
Secured bank borrowings	6,755	—	6,755
	<u>31,298</u>	<u>—</u>	<u>31,298</u>
<b>Net current assets</b>	<u>342,166</u>	<u>(54)</u>	<u>342,112</u>
<b>Total assets less current liabilities</b>			
	<u>972,681</u>	<u>(54)</u>	<u>972,627</u>
<b>Non-current liabilities</b>			
Deferred tax liabilities	12,870	—	12,870
Secured bank borrowings	161,932	—	161,932
	<u>174,802</u>	<u>—</u>	<u>174,802</u>
<b>Net assets</b>	<u><u>797,879</u></u>	<u><u>(54)</u></u>	<u><u>797,825</u></u>

*Notes:*

- The figures are extracted from the audited consolidated statement of financial position of the Group as at 31 March 2013, as set out in the published annual report of the Company for the year ended 31 March 2013.
- The adjustment represents the disposal of 202,800 HKEx Shares, which were held by the Group as at 31 March 2013, in one on-market transaction at the closing bid price of HK\$132.10 per HKEx Share as at 31 March 2013. Direct expenses relating to the Proposed Disposal of HKEx Shares are approximately HK\$54,000, including stamp duty of approximately HK\$27,000 and brokerage fee of approximately HK\$27,000. It is assumed that the net sales proceeds, after deducting direct expenses of approximately HK\$54,000, were all settled in cash as at 31 March 2013.
- No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2013.

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太古廣場一座35樓Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong*To the Directors of Easyknit Enterprises Holdings Limited*

We have completed our assurance engagement to report on the compilation of pro forma financial information of Easyknit Enterprises Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma statement of assets and liabilities as at 31 March 2013 and related notes as set out on pages II-6 and II-7 of the circular issued by the Company dated 23 September 2013 (the “Circular”). The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages II-6 and II-7 of the Circular.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the possible on-market disposal(s) of shares of Hong Kong Exchanges and Clearing Limited in the future (the “Proposed Disposal of HKEx Shares”) on the Group’s financial position as at 31 March 2013 as if the Proposed Disposal of HKEx Shares had taken place and settled on 31 March 2013. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s consolidated financial statements for the year ended 31 March 2013, on which an audit report has been published.

*Directors’ Responsibilities for the Pro Forma Financial Information*

The Directors are responsible for compiling the 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” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

*Reporting Accountant's Responsibilities*

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the 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 pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Disposal of HKEx Shares at 31 March 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and

- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Opinion*

In our opinion:

- (a) the pro forma financial information has been properly compiled 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 pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
23 September 2013

## (C) POSSIBLE ACQUISITION(S) OF HKEX SHARES

**Unaudited Pro Forma Statement of Assets and Liabilities**

The following is an illustrative and unaudited pro forma statement of assets and liabilities of the Group which has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the possible on-market acquisition(s) of shares of Hong Kong Exchanges and Clearing Limited (the “HKEx Shares”) in the future (the “Proposed Acquisition of HKEx Shares”) as if the Proposed Acquisition of HKEx Shares had taken place and settled on 31 March 2013.

This unaudited pro forma statement of assets and liabilities of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Proposed Acquisition of HKEx Shares been completed as at 31 March 2013 or at any future date.

	<b>The Group at 31 March 2013</b>	<b>Pro forma adjustment</b>	<b>Pro forma total for the Group</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Audited)		(Unaudited)
	<i>Note 1</i>	<i>Note 2</i>	
<b>Non-current assets</b>			
Property, plant and equipment	141	—	141
Investment properties	612,874	—	612,874
Loans receivable	17,500	—	17,500
	630,515	—	630,515
<b>Current assets</b>			
Trade and other receivables	22,996	—	22,996
Bills receivable	153	—	153
Investments held for trading	72,904	112,827	185,731
Bank balances and cash	277,411	(113,223)	164,188
	373,464	(396)	373,068

	The Group at 31 March 2013 <i>HK\$'000</i> (Audited) <i>Note 1</i>	Pro forma adjustment <i>HK\$'000</i>  <i>Note 2</i>	Pro forma total for the Group <i>HK\$'000</i> (Unaudited)
<b>Current liabilities</b>			
Trade and other payables	17,634	—	17,634
Tax payable	6,909	—	6,909
Secured bank borrowings	6,755	—	6,755
	<u>31,298</u>	<u>—</u>	<u>31,298</u>
<b>Net current assets</b>	<u>342,166</u>	<u>(396)</u>	<u>341,770</u>
<b>Total assets less current liabilities</b>			
	<u>972,681</u>	<u>(396)</u>	<u>972,285</u>
<b>Non-current liabilities</b>			
Deferred tax liabilities	12,870	—	12,870
Secured bank borrowings	161,932	—	161,932
	<u>174,802</u>	<u>—</u>	<u>174,802</u>
<b>Net assets</b>	<u><u>797,879</u></u>	<u><u>(396)</u></u>	<u><u>797,483</u></u>

*Notes:*

- The figures are extracted from the audited consolidated statement of financial position of the Group as at 31 March 2013, as set out in the published annual report of the Company for the year ended 31 March 2013.
- The adjustment represents the acquisition of 854,100 HKEx Shares, at the closing ask price of HK\$132.30 per HKEx Share as at 31 March 2013, in one on-market transaction. Given the market capitalisation of the Company as at the Last Trading Day of 28 August 2013, being the date prior to the publishing of the Company's announcement dated 30 August 2013, the number of 854,100 HKEx Shares is the maximum number of HKEx Shares that could be acquired by the Group, at the closing ask price of HK\$132.30 per HKEx Share, with the maximum consideration of HK\$113,000,000, before expenses, in order not to constitute a very substantial acquisition. Direct expenses relating to the Proposed Acquisition of HKEx Shares are approximately HK\$226,000, including stamp duty of approximately HK\$113,000 and brokerage fee of approximately HK\$113,000. It is assumed that the consideration, including direct expenses of approximately HK\$226,000, were all settled in cash as at 31 March 2013. In addition, these 854,100 HKEx Shares have been remeasured using the bid price of HK\$132.10 per HKEx Share as at 31 March 2013 to reflect the fair value of HKEx Shares on the same day. The fair value loss of approximately HK\$396,000 was recognised in profit or loss.
- No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2013.

**Independent Reporting Accountant’s Assurance Report on the Compilation of  
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太古廣場一座35樓Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong*To the Directors of Easyknit Enterprises Holdings Limited*

We have completed our assurance engagement to report on the compilation of pro forma financial information of Easyknit Enterprises Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma statement of assets and liabilities as at 31 March 2013 and related notes as set out on pages II-11 and II-12 of the circular issued by the Company dated 23 September 2013 (the “Circular”). The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages II-11 and II-12 of the Circular.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the possible on-market acquisition(s) of shares of Hong Kong Exchanges and Clearing Limited in the future (the “Proposed Acquisition of HKEx Shares”) on the Group’s financial position as at 31 March 2013 as if the Proposed Acquisition of HKEx Shares had taken place and settled on 31 March 2013. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s consolidated financial statements for the year ended 31 March 2013, on which an audit report has been published.

*Directors’ Responsibilities for the Pro Forma Financial Information*

The Directors are responsible for compiling the 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” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

*Reporting Accountant's Responsibilities*

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the 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 pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Acquisition of HKEx Shares at 31 March 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and

- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Opinion*

In our opinion:

- (a) the pro forma financial information has been properly compiled 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 pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
23 September 2013

## 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 misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' interests in Shares

As at the Latest Practicable Date, the Directors and the chief executive of the Company had the following interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be 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 any such Director or, chief executive of the Company was 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, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange:

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of ordinary Shares held (long position)</b>	<b>Approximate percentage of interest</b>
Ms. Lui Yuk Chu	Beneficiary of a trust <i>(note i)</i>	717,211,200	43.52%
Ms. Koon Ho Yan Candy <i>(note ii)</i>	Beneficiary of a trust	717,211,200	43.52%

*Notes:*

- (i) These Shares were respectively registered in the name of and are beneficially owned by Landmark Profits and Goodco, both are wholly-owned subsidiaries of EI. Sea Rejoice Limited is interested in approximately 21.95% of the issued share capital of EI and it is wholly-owned

by Ms. Lui Yuk Chu. Magical Profits Limited is interested in approximately 36.74% of the issued share capital of EI. Magical Profits Limited is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by Hang Seng Bank Trustee International Limited as trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu and her family members other than her spouse).

- (ii) Ms. Koon Ho Yan Candy, the daughter of Ms. Lui Yuk Chu and an executive Director, is deemed to be interested in the Shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any interests or short positions in the Shares, underlying Shares and/or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be 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 any such Director or chief executive of the Company was 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, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

**(b) As at the Latest Practicable Date:**

- (i) none of the Directors had any direct or indirect interest in any assets which have been, since the date to which the latest published audited accounts of the Group were made up, acquired or disposed of by, or leased to the Company or any of its subsidiaries, or are proposed to be acquired or disposed of by, or leased to, the Company or any of its subsidiaries; and
- (ii) none of the Directors was materially interested in any contract or arrangement entered into by the Company or any of its subsidiaries which contract or arrangement is significant in relation to the business of the Group.

**(c) Directors' interests in competing business**

As at the Latest Practicable Date, none of the Directors or their respective associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

## 3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, the persons (“Substantial Shareholders”) (other than the Directors or the chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, 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 other member of the Group or had any options in respect of such capital are set out below:

Name of Shareholder	Note	Capacity	Number of ordinary Shares held (long position)	Approximate percentage of interest
Koon Wing Yee	<i>i</i>	Interest of spouse	717,211,200	43.52%
Landmark Profits	<i>i &amp; ii</i>	Beneficial owner	314,267,376	19.07%
Goodco	<i>i &amp; ii</i>	Beneficial owner	402,943,824	24.45%
EI	<i>i &amp; ii</i>	Interest of controlled corporation	717,211,200	43.52%
Magical Profits Limited	<i>i &amp; iii</i>	Interest of controlled corporation	717,211,200	43.52%
Accumulate More Profits Limited	<i>i</i>	Interest of controlled corporation	717,211,200	43.52%
Hang Seng Bank Trustee International Limited	<i>i &amp; iv</i>	Trustee	717,211,200	43.52%
Hang Seng Bank Limited	<i>iv</i>	Interest of controlled corporation	717,211,200	43.52%
The Hongkong & Shanghai Banking Corporation Limited	<i>iv</i>	Interest of controlled corporation	717,211,200	43.52%
HSBC Asia Holdings BV	<i>iv</i>	Interest of controlled corporation	717,211,200	43.52%
HSBC Asia Holdings (UK) Limited	<i>iv</i>	Interest of controlled corporation	717,211,200	43.52%
HSBC Holdings BV	<i>iv</i>	Interest of controlled corporation	717,211,200	43.52%
HSBC Finance (Netherlands)	<i>iv</i>	Interest of controlled corporation	717,211,200	43.52%
HSBC Holdings plc	<i>iv</i>	Interest of controlled corporation	717,211,200	43.52%

*Notes:*

- (i) The 717,211,200 Shares related to the same block of Shares in the Company of which 314,267,376 Shares and 402,943,824 Shares are respectively registered in the name of and are beneficially owned by Landmark Profits and Goodco, both are the wholly-owned subsidiaries of EI. Sea Rejoice Limited is interested in approximately 21.95% of the issued share capital of EI and it is wholly-owned by Ms. Lui Yuk Chu. Magical Profits Limited was interested in approximately 36.74% of the issued share capital of EI. Magical Profits Limited is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by Hang Seng Bank Trustee International Limited as trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu and her family members other than her spouse). Ms. Koon Ho Yan Candy, the daughter of Ms. Lui Yuk Chu and a Director, is deemed to be interested in the Shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust. Mr. Koon Wing Yee, being the spouse of Ms. Lui Yuk Chu, is deemed to be interested in the 717,211,200 Shares by virtue of the SFO.
- (ii) Mr. Kwong Jimmy Cheung Tim and Ms. Lui Yuk Chu, being executive Directors, are also directors of Landmark Profits, Goodco and EI. Ms. Koon Ho Yan Candy, being an executive Director, is also a director of EI.
- (iii) Ms. Lui Yuk Chu, being a Director, is also a director of Sea Rejoice Limited and Magical Profits Limited.
- (iv) Hang Seng Bank Trustee International Limited is a wholly-owned subsidiary of Hang Seng Bank Limited. Hang Seng Bank Limited is owned as to approximately 62.14% by The Hongkong and Shanghai Banking Corporation Limited. The Hongkong and Shanghai Banking Corporation Limited is wholly-owned by HSBC Asia Holdings BV which is a wholly-owned subsidiary of HSBC Asia Holdings (UK) Limited. HSBC Asia Holdings (UK) Limited is wholly-owned by HSBC Holdings BV which in turn is wholly-owned by HSBC Finance (Netherlands). HSBC Finance (Netherlands) is a wholly-owned subsidiary of HSBC Holdings plc.

Save as disclosed above, as at the Latest Practicable Date the Directors and chief executive of the Company were not aware of any other persons who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly 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 other member of the Group or had any options in respect of such capital.

#### **4. DIRECTORS' SERVICE CONTRACTS**

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

**5. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS**

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 March 2013 (being the date to which the latest published audited accounts of the Group were made up), (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

**6. LITIGATION**

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries were engaged in any litigation or claims of material importance and, so far as the Directors are aware, there was no litigation or claim of material importance pending or threatened by or against the Company or any of its subsidiaries.

**7. MATERIAL CONTRACTS**

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

- (a) the placing agreement dated 30 May 2012 entered into between the Company and Kingston Securities Limited, as the placing agent, to place 97,470,000 new shares of the Company at a placing price of HK\$0.141 per share;
- (b) the placing agreement dated 18 July 2012 entered into between the Company and Kingston Securities Limited, as the placing agent, to place 114,700,000 new shares of the Company at a placing price of HK\$0.106 per share;
- (c) the underwriting agreement dated 15 August 2012 entered into between the Company and Kingston Securities Limited, as the underwriter, to underwrite 381,428,337 rights shares of the Company at a subscription price of HK\$0.077 per rights share;

- (d) a tenancy agreement dated 12 September 2012 entered into between Easyknit Worldwide Company Limited, a wholly-owned subsidiary of the Company, as tenant and Wellmake Investments Limited, an indirect wholly-owned subsidiary of Easyknit International Holdings Limited, as landlord in respect of the lease of the premises located at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong for 3 years at a monthly rental at HK\$208,000;
- (e) the underwriting agreement dated 11 October 2012 entered into between the Company and Kingston Securities Limited, as the underwriter, in relation to the underwriting and certain other arrangements in respect of the rights issue of 286,071,250 rights shares at the subscription price of HK\$0.40 per rights share;
- (f) the placing agreement dated 28 January 2013 entered into between the Company and Kingston Securities Limited, as the placing agent, to place 68,656,000 new shares of the Company at a placing price of HK\$0.44 per share; and
- (g) the underwriting agreement dated 5 April 2013 entered into between the Company and Kingston Securities Limited, as the underwriter, in relation to the underwriting and certain other arrangements in respect of a rights issue of 1,235,824,000 rights shares at the subscription price of HK\$0.10 per rights shares.

## 8. EXPERT AND CONSENT

The following is the qualification of the expert who has been named in this circular or has given its opinion or advice which are contained in this circular:

<b>Name and Address</b>	<b>Qualification</b>
Deloitte Touche Tohmatsu 35th Floor, One Pacific Place, 88 Queensway, Hong Kong	Certified Public Accountants

As at the Latest Practicable Date, the above expert did not have:

- (a) any direct or indirect interest in any assets which have been, since 31 March 2013 (being the date to which the latest published audited accounts of the Company were made up), 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) any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letters and the reference to its name in the form and context in which it appears.

## **9. GENERAL**

- (a) The company secretary of the Company is Mr. Lee Po Wing, a practising solicitor since 1994 with extensive experience in the legal field;
- (b) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal place of business of the Company in Hong Kong is at 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong;
- (c) The Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong; and
- (d) The English text of this circular and the related form of proxy prevails over the Chinese text.

## **10. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the Company's principal place of business in Hong Kong at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong up to and including the date of the SGM:

- (a) the memorandum of association and bye-laws of the Company;

- (b) the letter of consent referred to in the paragraph headed “Expert and Consent” above;
- (c) the material contracts referred to in the paragraph headed “Material Contracts” above;
- (d) the reports from Deloitte Touche Tohmatsu in respect of the unaudited pro forma statements of assets and liabilities of the Group as set out in Appendix II to this circular;
- (e) the annual reports of the Company for each of the three financial years ended 31 March 2011, 31 March 2012 and 31 March 2013;
- (f) the circular of the Company dated 25 June 2012 in respect of a major transaction involving the acquisition of 4 properties situated at No. 15 Matheson Street, Causeway Bay, Hong Kong for a total consideration of HK\$62,000,000;
- (g) the circular of the Company dated 30 April 2013 relating to a rights issue;
- (h) the circular of the Company dated 31 July 2013 relating to the acquisition of listed securities on maturity of an equity linked note; and
- (i) this circular.

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## NOTICE OF SPECIAL GENERAL MEETING

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# EASYKNIT ENTERPRISES HOLDINGS LIMITED

永義實業集團有限公司\*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 0616)**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Easyknit Enterprises Holdings Limited (“Company”) will be held at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 11 October 2013 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution with or without amendment:

### ORDINARY RESOLUTION

“**THAT:**

1. (A) Subject to paragraph (B) below, the disposal by the Company and/or its subsidiaries of shares of RMB1.00 (each an “ABC Share”) in Agricultural Bank of China Limited (“ABC”) from time to time before the first anniversary of the date on which this resolution is passed be and is hereby approved and authorised.
- (B) No disposal of ABC Shares pursuant to the authority granted under the ordinary resolution shall be made unless:
  - (i) the price per share at which such disposal is made shall be equal to or exceed HK\$2.20 per ABC Share;
  - (ii) all of the percentage ratios (as defined in and calculated as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) in respect of that disposal when aggregated with all other disposals of ABC Shares made or contracted for after the date on which their resolution is passed pursuant to the authority granted under this resolution are below 75%, calculated at the time of contract of the relevant disposal;

\* for identification only

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## NOTICE OF SPECIAL GENERAL MEETING

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- (iii) the ABC Shares to be disposed of shall be sold on-market through the stock exchange operated by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”); and
    - (iv) the disposal is to be completed before first anniversary of the date on which this resolution is passed.
- 2. (A) Subject to paragraph (B) below, the disposal by the Company and/or its subsidiaries of shares of HK\$1.00 (each “HKEx Share”) in Hong Kong Exchanges and Clearing Limited (“HKEx”) from time to time and before the first anniversary of the date on which this resolution is passed be and is hereby approved and authorised.
- (B) No disposal of HKEx Shares pursuant to the authority granted under the ordinary resolution shall be made unless:
  - (i) the price per share at which such disposal is made shall be equal to or exceed HK\$110 per HKEx Share;
  - (ii) all of the percentage ratios (as defined in and calculated as required by Listing Rules in respect of that disposal when aggregated with all other disposals then made or contracted for pursuant to the authority granted under this resolution are below 75%, calculated at the time of contract of the relevant disposal;
  - (iii) the HKEx Shares to be disposed of shall be sold on-market through the Stock Exchange; and
  - (iv) the disposal is to be completed before first anniversary of the date on which this resolution is passed.
- 3. (A) Subject to paragraph (B) below, the acquisition by the Company and/or its subsidiaries of HKEx Shares of HK\$1.00 from time to time when the conditions set out in the following paragraphs below can be satisfied and before the first anniversary of the date on which this resolution is passed be and is hereby approved and authorised.
- (B) No acquisition of HKEx Shares pursuant to the authority granted under the ordinary resolution shall be made unless:

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## NOTICE OF SPECIAL GENERAL MEETING

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- (i) the price per share at which such acquisition is made shall be equal to or less HK\$140 per HKEx Share;
- (ii) all of the percentage ratios as defined in the and calculated as required by Listing Rules in respect of that acquisition when aggregated with all other acquisitions then made or contracted for pursuant to the authority granted under this resolution are below 100%, calculated at the time of contract of the relevant acquisition;
- (iii) the HKEx Shares to be acquired shall be purchased on-market through the Stock Exchange; and
- (iv) the acquisition is to be completed before first anniversary of the date on which this resolution is passed.

The directors of the Company be and are hereby authorised to execute all such documents, instruments and agreements and do all such acts, matters and things as they may in their absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to any such disposal and/or acquisition as they may in their absolute discretion consider necessary or desirable with full power to authorise any other person to do so in the name of and as the act of the Company.”

By Order of the Board  
**Easyknit Enterprises Holdings Limited**  
**Kwong Jimmy Cheung Tim**  
*Chairman and Chief Executive Officer*

Hong Kong, 23 September 2013

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.