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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sino Harbour Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

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

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A 2018 AGM Notice to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:00 a.m. on Monday, 30 July 2018 is set out on pages 14 to 20 of this circular.

A form of proxy for use in connection with the 2018 AGM is enclosed with this circular. If you are unable to attend the 2018 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2018 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending in person and voting at the 2018 AGM or its adjournment if you so wish. If you attend and vote at the 2018 AGM, the authority of your proxy will be revoked.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
INTRODUCTION	4
RE-ELECTION OF RETIRING DIRECTORS	5
GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE	5
2018 AGM	6
RECOMMENDATION	7
RESPONSIBILITY STATEMENT	7
APPENDIX I – BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	8
APPENDIX II – EXPLANATORY STATEMENT	11
NOTICE OF ANNUAL GENERAL MEETING	14

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“2018 AGM”	the AGM to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:00 a.m. on Monday, 30 July 2018, or its adjournment
“2018 AGM Notice”	the notice convening the 2018 AGM, which is set out on pages 14 to 20 of this circular
“AGM”	the annual general meeting of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, supplemented or otherwise modified from time to time
“Chairlady”	the chairlady of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Sino Harbour Holdings Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1663)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Deputy Chairman”	the deputy chairman of the Board
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted at the 2018 AGM to the Directors to the effect that the number of the Shares repurchased under the Repurchase Mandate will be added to the aggregate number of the Shares which may be allotted and issued under the Issue Mandate
“Extra Good”	Extra Good Enterprises Ltd., a company incorporated in the British Virgin Islands with limited liability and owned as to 52% by Mr. Wong and 48% by Ms. Chan
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares during the relevant period not exceeding 20% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution at the 2018 AGM
“Latest Practicable Date”	19 June 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Mr. Wong”	Mr. WONG Lam Ping, the husband of Ms. Chan
“Ms. Chan”	Ms. CHAN Heung Ling, the NED and the Chairlady
“NED”	the non-executive Director
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“Pan Hong Holdings”	Pan Hong Holdings Group Limited, a company incorporated in Bermuda with limited liability whose issued shares are listed on the main board of Singapore Exchange Securities Trading Limited and the former immediate controlling shareholder of the Company
“PRC”	the People’s Republic of China (which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution at the 2018 AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“Year”	the financial year ended 31 March 2018
“%”	per cent

LETTER FROM THE BOARD



SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

Executive Directors:

SHI Feng (*Deputy Chairman and
Chief Executive Officer*)

WONG Lui

GAO Lan

Non-executive Director:

CHAN Heung Ling (*Chairlady*)

Independent Non-executive Directors:

XIE Gang

LEE Man To

ZHANG Juan

Registered Office:

Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

*Principal Place of Business
in Hong Kong:*

Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,

Hunghom, Kowloon,
Hong Kong

27 June 2018

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the 2018 AGM Notice and the information regarding the resolutions to be proposed at the 2018 AGM, among other matters, relating to:

- (i) the re-election of the retiring Directors;
- (ii) the grant of the Issue Mandate;

LETTER FROM THE BOARD

- (iii) the grant of the Repurchase Mandate; and
- (iv) the grant of the Extension Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 84(1) of the Bye-laws, at each AGM one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Mr. SHI Feng, Ms. Chan and Mr. XIE Gang (collectively, the “**Retiring Directors**”) will retire by rotation at the 2018 AGM and, being eligible, offer themselves for re-election at the 2018 AGM in accordance with bye-law 84(2) of the Bye-laws. The biographical details of the Retiring Directors proposed to be re-elected at the 2018 AGM are set out in Appendix I to this circular.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs, including Mr. XIE Gang remain independent. The Nomination Committee has also evaluated the performance of the Retiring Directors for the Year and found their performance satisfactory. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors, namely Mr. SHI Feng, Ms. Chan and Mr. XIE Gang stand for re-election as Directors at the 2018 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2018 AGM.

GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders at the AGM held on 27 July 2017, among other things, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution; (b) a general and unconditional mandate to repurchase the Shares not exceeding 10% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution; and (c) the power to extend the general and unconditional mandate mentioned in (a) above by adding thereto the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase the Shares referred to (b) above.

The above general and unconditional mandates will expire at the conclusion of the 2018 AGM. At the 2018 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the additional Shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of passing of such resolution.
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange not exceeding 10% of the aggregate number of the Shares in issue as at the date of passing of such resolution; and

LETTER FROM THE BOARD

- (c) to grant the Extension Mandate to the Directors to increase the aggregate number of the Shares which may be allotted and issued under the Issue Mandate by adding thereto such number of the Shares as repurchased under the Repurchase Mandate.

Subject to the approval of the above proposed resolutions by the Shareholders at the 2018 AGM, the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next AGM following the 2018 AGM; (b) the date by which the next AGM is required by any applicable laws or the Bye-laws to be held; or (c) the revocation, variation or renewal of the authority given to the Directors thereunder by ordinary resolution(s) of the Shareholders in a general meeting.

On the basis that 2,464,000,000 Shares are in issue as at the Latest Practicable Date and assuming that no Shares are further issued or repurchased and cancelled prior to the 2018 AGM, the Company would be allowed to allot, issue and deal with a maximum of 492,800,000 new Shares. The Directors wish to state that they have no immediate plan to allot and issue any new Shares under the Issue Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information, which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2018 AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

2018 AGM

The 2018 AGM Notice is set out on pages 14 to 20 of this circular. Ordinary resolutions in respect of, among other matters, the re-election of the Retiring Directors as well as the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will be proposed to the Shareholders for consideration and approval at the 2018 AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the 2018 AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the 2018 AGM Notice will be put to vote by way of poll at the 2018 AGM pursuant to bye-law 66 of the Bye-laws. An announcement on the poll results of the 2018 AGM will be made by the Company after the 2018 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy is enclosed with this circular for use in connection with the 2018 AGM. If you are unable to attend the 2018 AGM in person and wish to exercise your right as a Shareholder, you are requested to complete, sign and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2018 AGM or its adjournment (as the case may be). Completion and return of a form of proxy will not preclude you from attending in person and voting at the 2018 AGM or its adjournment if you so wish. If you attend and vote at the 2018 AGM, the authority of your proxy will be revoked.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of the Retiring Directors as well as the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to be proposed at the 2018 AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the aforesaid resolutions to be proposed at the 2018 AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility and confirm, having made all reasonable enquires, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Sino Harbour Holdings Group Limited
SHI Feng
*Deputy Chairman, Chief Executive Officer
and Executive Director*

PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

The biographical details of the Retiring Directors proposed for re-election at the 2018 AGM are set out below:

Executive Director***Mr. SHI Feng (“Mr. SHI”)***

SHI Feng (石峰), aged 60, became the Deputy Chairman, the Chief Executive Officer and an Executive Director on 4 July 2011. He is also a member of the Remuneration Committee and a director of certain subsidiaries of the Company. Mr. SHI is responsible for the management of project plans, quality control, coordination with contractors, and the management of the Company’s subsidiaries. He joined Pan Hong Holdings in September 2002 and was an executive director of Pan Hong Holdings from January 2006 to June 2011.

He was certified as an engineer by the Ministry of Light Industry of the PRC (中華人民共和國輕工業部) in 1987.

Mr. SHI graduated with a bachelor’s degree in civil and industrial construction from the Hunan University in the PRC in December 1981.

Prior to joining Pan Hong Holdings, Mr. SHI was an assistant civil engineer at the construction technology department of Twenty Third Metallurgy Construction Company under the Ministry of Metallurgy (冶金工業部第二十三冶金建設公司(施工技術處)) from 1982 to 1983. He served as an engineer at the Changsha Design Institute of the Ministry of Light Industry (輕工業部長沙設計院) from 1983 to 1992, where he specialised in the structural design of buildings. Mr. SHI subsequently joined Huilong (Group) Ltd. of Huizhou City, Guangdong Province (廣東省惠州市惠隆集團有限公司) in the PRC from 1992 to 1999 as the deputy general manager, responsible for real estate development and technical construction management. Between 1999 and 2002, he was the general manager of 3A Electronics Co., Ltd. (浙江省湖州三愛電子有限公司) in Huzhou City, Zhejiang Province, the PRC.

Mr. SHI is now a member of the Chinese People’s Political Consultative Conference of Donghu District of Nanchang City, Jiangxi Province, the PRC. He is also the standing director of the Second Nanchang Overseas Chinese Entrepreneurs Association.

Mr. SHI has entered into a renewal service agreement with the Company for a period of three years commencing on 10 June 2017. Either party may terminate the appointment by serving the other party a written notice of not less than six months or by paying an amount equivalent to six months’ salary in lieu of the notice required. He is presently entitled to a basic salary of HK\$400,000 per annum and a discretionary bonus as may be determined by the Board at its absolute discretion upon the Remuneration Committee’s recommendation. He received a total emolument of RMB175,000 from the Group for the Year. His remuneration has been determined by reference to the market conditions, his seniority, experience, duties and responsibilities within the Group and the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. SHI was beneficially interested in 1,665,042 Shares, representing approximately 0.06% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

NED***Ms. Chan***

CHAN Heung Ling (陳响玲), aged 59, is one of the founders of the Group. She became the Chairlady and the NED on 4 July 2011. She is also a member of the Remuneration Committee. Ms. Chan is mainly responsible for the formulation of the overall strategy of the Group. She has engaged in property development since 1990s and has experience in this area for over 20 years. She participated in the property business of Pan Hong Holdings, and was the deputy chairlady and an executive director of Pan Hong Holdings from January 2006 to June 2011. Ms. Chan is the wife of Mr. Wong, and is the mother of Mr. WONG Lui, one of the Executive Directors. Ms. Chan and Mr. Wong owned 48% and 52% equity interest respectively in Extra Good, a substantial shareholder of the Company. Mr. Wong is also a sole director of Extra Good.

Ms. Chan has entered into a renewal service agreement with the Company for a period of three years commencing on 10 June 2017. Either party may terminate the appointment by serving the other party a written notice of not less than six months or by paying an amount equivalent for six months' salary in lieu of the notice required. She is presently entitled to a basic salary of HK\$864,000 per annum and a discretionary bonus as may be determined by the Board at its absolute discretion upon the Remuneration Committee's recommendation. She received a total emolument of RMB975,000 from the Group for the Year. Her remuneration has been determined by reference to the market conditions, her seniority, experience, duties and responsibilities within the Company and the Company's remuneration policy.

As at the Latest Practicable Date, Ms. Chan was beneficially interested and deemed to be interested in an aggregate of 1,153,103,153 Shares, representing approximately 46.80% of the issued share capital of the Company, within the meaning of Part XV of the SFO, of which 50,746,390 Shares were held by Ms. Chan beneficially, 90,471,643 Shares were held by her husband Mr. Wong and 1,011,885,120 Shares were held by Extra Good.

INED***Mr. XIE Gang ("Mr. XIE")***

XIE Gang (解剛), aged 53, became an INED on 4 July 2011. He is also the chairman of each of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee. Mr. XIE was the head representative of AXA Guangzhou representative office from 1995 to 2002, during which period he was responsible for the operation of the representative office and matters relating to establishing branch companies for AXA group. From 2003 to 2008, he was the manager of AXA-Minmetals Assurance Co., Ltd., Guangdong Branch in the PRC and was responsible for government relations, establishing new companies, recruitment, franchise development, risk management, marketing and sales, etc. Mr. XIE graduated from the Xiamen University in the PRC with a bachelor's degree in computer science in July 1988.

Mr. XIE has entered into a renewal appointment letter with the Company for a term of one year commencing on 8 June 2018, which will thereafter continue year to year subject to Mr. XIE's retirement by rotation and/or re-election at the AGM in accordance with the Bye-laws. Either party may terminate the appointment by serving the other party a written notice of not less than one month. He is presently entitled to a Director's fee of HK\$10,000 per month, subject to the Board's review from time to time at its discretion after taking into account the recommendation of the Remuneration Committee. His Director's fee has been determined by reference to the market conditions, his seniority, experience, duties and responsibilities within the Company and the Company's remuneration policy.

As at the Latest Practicable Date, Mr. XIE was deemed to be interested in 5,902,663 Shares held by his wife, representing approximately 0.24% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the above Retiring Directors proposed for re-election:

- i. held any other positions in the Company or other members of the Group;
- ii. held any other directorships in any listed public company in the past three years;
- iii. had any relationships with any other Director, senior management, substantial shareholders or controlling shareholders of the Company; and
- iv. was interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Each of the above Retiring Directors is subject to retirement by rotation and re-election at the 2018 AGM in accordance with the Bye-laws.

Further, there is no other information relating to the above Retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there other matter concerning the above Retiring Directors that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules. In addition, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2018 AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL AND MAXIMUM NUMBER OF SHARES THAT MAY BE REPURCHASED

The maximum number of the Shares that may be repurchased pursuant to the Repurchase Mandate will be such number of the Shares as represents 10% of the aggregate number of the Shares in issue as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, there were an aggregate of 2,464,000,000 Shares in issue. Subject to the passing of the relevant resolution approving the Repurchase Mandate and on the basis that no Shares will be further issued or repurchased and cancelled prior to the 2018 AGM, the Company would be permitted under the Repurchase Mandate to repurchase a maximum of 246,400,000 Shares. The Repurchase Mandate relates only to the repurchase of the Shares which are fully paid up.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares listed on the Stock Exchange or any other stock exchange. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda and Hong Kong. Any repurchases by the Company may be made out of the capital paid up on the Shares to be repurchased, the funds of the Company which would otherwise be available for dividend or distribution or the proceeds out of any issue of new Shares made for the purpose of the repurchase and, in case of any premium payable on the repurchase out of the funds of the Company which would otherwise be available for dividend or distribution, from sums standing to the credit of the share premium account of the Company. Such repurchase may only be made if on the effective date of repurchase, there is no reasonable grounds for believing that the Company is, and after the repurchase will be, unable to pay its debts as they fall due.

4. IMPACT OF REPURCHASES

There may be a material adverse impact on the working capital or gearing position of the Company as compared with the position as at 31 March 2018, being the date of the latest published audited consolidated financial statements of the Company, in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS' UNDERTAKING

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

6. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates of any of the Directors, have any present intention of selling any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge having made all reasonable enquiries:

- (i) Each of Ms. Chan and Mr. Wong was beneficially interested and deemed to be interested in 1,153,103,153 Shares, representing approximately 46.80% of the total issued share capital of the Company; and
- (ii) Extra Good was beneficially interested in 1,011,885,120 Shares, representing approximately 41.07% of the total issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the interests and/or deemed interests of (i) Ms. Chan and Mr. Wong and (ii) Extra Good, in the Company would be increased to approximately 52.00% and 45.63% of the total number of the issued Shares respectively and would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by her/him/it.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the number of the Shares held by the public being reduced to less than 25% of the total number of the issued Shares.

8. SHARE PRICES

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

	Traded market price per Share	
	Highest (HK\$)	Lowest (HK\$)
2017		
June	0.510	0.410
July	0.455	0.415
August	0.430	0.380
September	0.510	0.385
October	0.810	0.500
November	1.080	0.570
December	0.750	0.540
2018		
January	0.670	0.540
February	0.590	0.425
March	0.520	0.385
April	0.425	0.330
May	0.335	0.250
June (up to the Latest Practicable Date)	0.290	0.250

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Sino Harbour Holdings Group Limited (the “Company”) will be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Monday, 30 July 2018 at 10:00 a.m. (or its adjournment) to consider and, if thought fit, transact the following ordinary business:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the Company’s independent auditor for the year ended 31 March 2018.
2. To declare a final dividend of HK1.0 cent per issued share of the Company for the year ended 31 March 2018 (the “**Final Dividend**”).
3.
 - A. To re-elect Mr. SHI Feng as an executive Director.
 - B. To re-elect Ms. CHAN Heung Ling as a non-executive Director.
 - C. To re-elect Mr. XIE Gang as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint BDO Limited as the Company’s independent auditor for the ensuing year and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

6. “**THAT:**

- (A) subject to paragraph (C) of this Resolution below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (D) of this Resolution below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved and authorised;
- (B) the approval in paragraph (A) of this Resolution above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (D) of this Resolution below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”) in force from time to time; or (iv) any issue of the Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for Shares shall not exceed the aggregate of:
 - (I) 20 per cent. of the aggregate number of the Shares in issue as at the date of the passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(II) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to equivalent to 10 per cent. of the aggregate number of the Shares in issue as at the date of the passing of this Resolution), and the authority pursuant to paragraph (A) of this Resolution above shall be limited accordingly; and

(D) for the purpose of this Resolution:

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

- (I) the conclusion of the next annual general meeting of the Company;
- (II) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or
- (III) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of the Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. **“THAT:**

- (A) subject to paragraph (B) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (C) of this Resolution below) of all powers of the Company to repurchase its shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, subject to and otherwise in accordance with the rules and regulations of the SFC and the Stock Exchange as amended from time to time, the bye-laws of the Company (the “**Bye-laws**”) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved and authorised;
- (B) the aggregate number of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (A) of this Resolution above shall be limited accordingly; and
- (C) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (I) the conclusion of the next annual general meeting of the Company;
 - (II) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or
 - (III) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon the passing of Resolutions numbered 6 and 7 set out in the notice convening this annual general meeting (the “**Notice**”), the general and unconditional mandate granted to the directors of the Company pursuant to Resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares of the Company (the “**Shares**”) repurchased by the Company pursuant to or in accordance with the authority granted under Resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10 per cent. of the aggregate number of the issued Shares at the date of the passing of this Resolution.”

By order of the Board
Sino Harbour Holdings Group Limited
SHI Feng
*Deputy Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 27 June 2018

Registered Office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Place of Business in Hong Kong:
Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hunghom, Kowloon,
Hong Kong

As at the date of this Notice, the Directors are:

Executive Directors:

Mr. SHI Feng (*Deputy Chairman and Chief Executive Officer*)
Mr. WONG Lui
Ms. GAO Lan

Non-executive Director:

Ms. CHAN Heung Ling (*Chairlady*)

Independent Non-executive Directors:

Mr. XIE Gang
Mr. LEE Man To
Ms. ZHANG Juan

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company (the “**Register of Members**”) will be closed from Wednesday, 25 July 2018 to Monday, 30 July 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible for attending and voting at the AGM to be held on Monday, 30 July 2018, non-registered members of the Company (the “**Members**”) must lodge all completed transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 24 July 2018.
2. Conditional on the passing of the Resolution No. 2 by the Members at the AGM, the Register of Members will be closed from Tuesday, 7 August 2018 to Friday, 10 August 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the Final Dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Monday, 6 August 2018.
3. A Member entitled to attend and vote at the AGM convened by the Notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A Member who is the holder of two or more Shares may appoint one or more proxies to attend the AGM and vote on his/her/its behalf. A proxy needs not be a Member. If more than one proxy is so appointed, the appointment shall specify the number and class of the Shares in respect of which each such proxy is so appointed.
4. A form of proxy for use in connection with the AGM is enclosed. If you are unable to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment should he/she/it so wish and in such event, the authority of the proxy shall be deemed to be revoked.
5. 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 notarially certified copy of such power or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjournment.
6. In the case of joint holders of any Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
7. In relation to the proposed Resolutions numbered 6 and 8 above, the Directors have no immediate plans to issue any new Shares.

NOTICE OF ANNUAL GENERAL MEETING

8. In relation to the proposed Resolution numbered 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 27 June 2018.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all the proposed resolutions set out in the Notice will be decided by way of a poll.
10.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, the Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
11. The translation into Chinese language of the Notice is for reference only. In case of any inconsistency, the English version shall prevail.