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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Beautiful China Holdings Company Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED**  
**美麗中國控股有限公司**

*(incorporated in Bermuda with limited liability)*

(Stock code: 706)

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

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A notice convening the annual general meeting of the Company to be held at Unit 2402, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Friday, 27 June 2014 is set out in pages 14 to 17 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company’s branch registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Unit 2402, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Friday, 27 June 2014, notice of which is set out in pages 14 to 17 of this circular, and any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Beautiful China Holdings Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED 美麗中國控股有限公司

*(incorporated in Bermuda with limited liability)*

(Stock code: 706)

*Executive Directors:*

Sze Wai, Marco (*Chairman*)

Tan Shu Jiang

Zhou Wei Feng

*Non-executive Director:*

Law Fei Shing

*Independent non-executive Directors:*

Chong Yiu Kan, Sherman

Lum Pak Sum

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Units 2003 and 2005, 20th Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

17 April 2014

*To the Shareholders*

Dear Sir or Madam,

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

#### 1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of Directors will be proposed.

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is accordingly prepared for such purpose.

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## LETTER FROM THE BOARD

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### 2. GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

By an ordinary resolution passed at the annual general meeting of the Company on 18 June 2013, the Directors were granted a general mandate to repurchase the Shares and a general mandate to allot, issue and deal with the Shares. These mandates will expire at the conclusion of the forthcoming Annual General Meeting. At the Annual General Meeting, the following resolutions (among other matters) will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate so as to increase the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,138,084,922 Shares. Subject to the passing of the proposed resolution for the grant of the General Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the maximum number of new Shares to be issued under the General Mandate is 827,616,984 Shares.

Each of the General Mandate and the Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) the end of the period within which the Company is required by the Companies Act or the Bye-laws to hold its next annual general meeting; or (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the Annual General Meeting.

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 for the grant of the Repurchase Mandate to the Directors. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law no. 111(A) of the Bye-laws, Mr. Chong Yiu Kan, Sherman will retire by rotation from office as an independent non-executive Director at the Annual General Meeting. Further, pursuant to Bye-law no. 115 of the Bye-laws, the office of each of Mr. Zhou Wei Feng (being an executive Director), Mr. Law Fei Shing (being a non-executive Director) and Mr. Lum Pak Sum (being an independent non-executive Director) will end at the Annual General Meeting. Each of Mr. Chong Yiu Kan, Sherman, Mr. Zhou Wei Feng, Mr. Law Fei Shing and Mr. Lum Pak Sum will, being eligible, offer themselves for re-election at the Annual General Meeting. None of the above Directors to be re-elected has any relationship with any of the other Directors, senior management or substantial or controlling Shareholders of the Company.

Brief biographical details of the Directors offered themselves for re-election are set out in Appendix II to this circular.

### 4. ACTIONS TO BE TAKEN

Set out in pages 14 to 17 of this circular is a notice convening the Annual General Meeting at which resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of Directors.

You will find enclosed with this circular a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

Separate resolutions will put forward at the Annual General Meeting for the re-election of Mr. Chong Yiu Kan, Sherman, Mr. Zhou Wei Feng, Mr. Law Fei Shing and Mr. Lum Pak Sum.

### 5. RECOMMENDATION

The Directors consider that the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The chairman of the Annual General Meeting would explain the detailed procedure for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes in the same manner.

### 7. 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 in this circular or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Beautiful China Holdings Company Limited**  
**Sze Wai, Marco**  
*Chairman*



This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below. The Company is empowered by its memorandum of association and the Bye-laws to repurchase its own securities.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,138,084,922 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum 413,808,492 Shares.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on 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 if the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 December 2013. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

**5. SHARE PRICES**

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
April	0.169	0.130
May	0.157	0.135
June	0.154	0.115
July	0.140	0.117
August	0.141	0.100
September	0.125	0.108
October	0.265	0.114
November	0.315	0.195
December	0.305	0.247
<b>2014</b>		
January	0.500	0.300
February	0.450	0.360
March	0.410	0.345
April (up to the Latest Practicable Date)	0.380	0.350

**6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the securities in the Company if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Bermuda and the regulations set out in the memorandum of association of the Company and the Bye-laws.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Leading Value Industrial Limited (“**Leading Value**”) and Global Prize Limited (“**Global Prize**”) (which are, in turn, solely owned by Mr. Sze Wai, Marco, the chairman of the Company) held 2,476,909,906 Shares representing approximately 59.86% of the issued share capital of the Company. On 4,138,084,922 Shares in issue as at the Latest Practicable Date and assuming no further issue nor repurchase of Shares prior to the date of the Annual General Meeting, and that Leading Value would not dispose of their respective Shares or acquire additional Shares, if the Repurchase Mandate were exercised in full, the percentage shareholding of Leading Value would increase to approximately 66.51%. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in less than 25% of the Shares being held by the public.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

#### **7. SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

**PARTICULARS OF DIRECTORS FOR RE-ELECTION**

The biographical details of the Directors offered themselves for re-election at the Annual General Meeting are set out below:

**EXECUTIVE DIRECTOR****Mr. Zhou Wei Feng**

Mr. Zhou, aged 44, obtained a bachelor's degree in economics from The Peking University in 1991 and a master's degree in business administration from The University of Fordham in 2003 by way of distanced learning.

Mr. Zhou was the vice general manager of Shi Jia Zhuang Yin Real Estate Company\* (石家莊銀房地產公司) and Qingdao Yin Du Real Estate Company\* (青島銀都房地產公司), and the general manager of Qingdao Yin Du Property Management Company\* (青島銀都物業管理公司) respectively between 1991 and 1997. Between 1997 and 1999, he was the general manager of Qingdao Wei Xin Home Company Limited\* (青島偉信置業有限公司). Between 1999 and 2005, he was the vice general manager of Beijing Sheng Shi Zhao Ye Real Estate Development Company Limited\* (北京盛世兆業房地產開發有限公司). From 2005 to 2009, he was the president of AXA Investment Group Company Limited. Since 2009, he has been the vice president of the Company.

Mr. Zhou has not entered into any service contract with the Company. As determined by the Board, Mr. Zhou is entitled to an annual director's fee of HK\$720,000, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. Save as disclosed herein, there are no other benefits provided to Mr. Zhou for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-Laws.

Save as disclosed above, (i) Mr. Zhou did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; (ii) Mr. Zhou did not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Zhou did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Zhou as an executive Director and there is no other matter that needs to be brought to the attention of the Shareholders.

\* For identification purposes only

**NON-EXECUTIVE DIRECTORS****Mr. Law Fei Shing**

Mr. Law, aged 54, graduated from the Hong Kong Polytechnic in 1985. He is a member of American Institute of Certified Public Accountants (AICPA), an associate member of the Hong Kong Institute of Certified Public Accountant (HKICPA) and a practicing certified public accountant in Hong Kong. Mr. Law is the company secretary of Orient Securities International Holdings Ltd. (stock code: 8001), a company listed on the GEM Board of the Stock Exchange. He has been the executive director of Energy International Investments Holdings Limited (stock code: 353) and Bestway International Holdings Limited (stock code: 718), both listed on the Main Board of the Stock Exchange, for the period from August 2004 to January 2012 and from January 2009 to May 2013 respectively. He was appointed as an executive director of Anxian Yuan China Holdings Limited (stock code: 922), listed on the Main Board of the Stock Exchange since 10 June 2009. Since August 2013, he has also been an executive director of Pak Tak International Limited (stock code: 2668), listed on the Main Board of the Stock Exchange. Mr. Law has been appointed as a non-executive Director and a member of nomination committee of the Company (the “**Nomination Committee**”) with effect from 30 January 2014.

Save as disclosed above, Mr. Law did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship on the Company, Mr. Law does not hold any position in the Company or any subsidiary of the Company and he does not have any relationship with any directors, senior management, substantial shareholders or controlling Shareholders (as respectively defined in the Listing Rules). As at the Latest Practicable Date, Mr. Law has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Law has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$120,000 which was determined based on the duties and responsibility of Mr. Law in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Law for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Law as a non-executive Director that need to be brought to the attention of the Shareholders or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Chong Yiu Kan, Sherman**

Mr. Chong, aged 50, is an independent non-executive Director. He joined the Group in September 2004. Mr. Chong obtained a master degree in Business Administration from the University of Hong Kong. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants. He has over 26 years of working experience in auditing, accounting, taxation and management consultancy.

He is the sole proprietor of Sherman Chong & Co. (CPA). Mr. Chong is currently an independent non-executive director of Zhi Cheng Holdings Limited (Stock Code: 8130) listed on the GEM Board of the Stock Exchange. Save as disclosed, Mr. Chong did not hold any directorship in any listed companies in the last three years nor have other major appointment and professional qualification.

Mr. Chong has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$120,000 which was determined based on the duties and responsibility of Mr. Chong in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Chong for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Apart from being an independent non-executive Director, Mr. Chong does not hold any position in the Company or any subsidiary of the Company. Mr. Chong does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Chong was interested in 2,650,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the re-election of Mr. Chong as an independent non-executive Director, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

#### **Mr. Lum Pak Sum**

Mr. Lum, aged 52, obtained a master's degree in business administration from The University of Warwick in 1994 and a bachelor's degree in laws from University of Wolverhampton in 2002 by way of distanced learning. He is currently a non-practicing member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. Mr. Lum has been a non-executive director of Orient Securities International Holdings Limited (stock code: 8001), listed on the GEM Board of the Stock Exchange, since April 2011. He has also been an independent non-executive director of Energy International Investments Holdings Limited (stock code: 353), Bestway International Holdings Limited (stock code: 718) and Radford Capital Investments Limited (stock code: 901), listed on the Main Board of the Stock Exchange, for the period from September 2005 to July 2011, from March 2010 to May 2013 and from May 2010 to November 2013, respectively. Since August 2007, April 2009 and November 2010, Mr. Lum has been an independent non-executive director of Great China Properties Holdings Limited (formerly known as Waytung Global Group Limited) (stock code: 21), Karce International Holdings Company Limited (stock code: 1159) and Asia Resources Holdings Limited (stock code: 899), listed on the Main Board of the Stock Exchange, respectively. He has also been an independent director of Asia Green Agriculture Corporation, a company trading on the Over-the-Counter Bulletin Board in the United States of America, since September 2011. Mr. Lum has been appointed as an independent non-executive Director, a member of audit committee of the Company and remuneration committee of the Company and the Chairman of the Nomination Committee with effect from 30 January 2014.

Save as disclosed above, Mr. Lum did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments or professional qualifications. Apart from the relationship arising from his

directorship in the Company, Mr. Lum does not hold any position in the Company or any subsidiary of the Company and he does not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Lum has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lum has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$120,000 which was determined based on the duties and responsibility of Mr. Lum in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Lum for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Lum as an Independent Non-executive Director that need to be brought to the attention of the Shareholders or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED 美麗中國控股有限公司

*(incorporated in Bermuda with limited liability)*

(Stock code: 706)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Beautiful China Holdings Company Limited (“Company”) will be held at Unit 2402, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Friday, 27 June 2014 to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2013.
2. To re-elect the directors (each as a separate resolution) and to authorise the board of directors to fix directors’ remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

and as special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

4. (A) **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with new or additional shares (each a “**Share**”) of HK\$0.10 each in the capital of the Company, and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;



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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the aggregate nominal amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of 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 Shares, shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) 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 by the applicable law of Bermuda or the bye-laws of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or

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expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares of the Company on The Stock Exchange of Hong Kong Limited (“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 (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution 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 by the applicable law of Bermuda or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“THAT** conditional on the passing of resolution numbered 4(B) above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4(A) above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate

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nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”

By order of the board  
**Beautiful China Holdings Company Limited**  
**Sze Wai, Marco**  
*Chairman*

Hong Kong, 17 April 2014

As at the date of this notice, the board of Directors comprised the following Directors:

*Executive Directors*

Sze Wai, Marco (*Chairman*)  
Tan Shu Jiang  
Zhou Wei Feng

*Non-executive Director*

Law Fei Shing

*Independent non-executive Directors*

Chong Yiu Kan, Sherman  
Lum Pak Sum

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

Units 2003 and 2005, 20th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the AGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrars, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.