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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**

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 Monday, 8 June 2015 is set out in pages 12 to 15 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

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 Monday, 8 June 2015, notice of which is set out in pages 12 to 15 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
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$600,000,000 (divided into 6,000,000,000 Shares) to HK\$1,200,000,000 (divided into 12,000,000,000 Shares by creation of an additional 6,000,000,000 Shares)
“Latest Practicable Date”	23 April 2015, 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

DEFINITIONS

“PRC”	the People’s Republic of China
“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.

LETTER FROM THE BOARD



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*)

Zhou Wei Feng

Tan Shu Jiang

Pan Tingxuan

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Law Fei Shing

*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

Independent non-executive Directors:

Chong Yiu Kan, Sherman

Lum Pak Sum

Liu Liyang

29 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL,
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 increase in Authorised Share Capital; (ii) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (iii) the re-election of Directors will be proposed.

LETTER FROM THE BOARD

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.

2. INCREASE IN AUTHORISED SHARE CAPITAL

The Company has an authorised share capital of HK\$600,000,000 Shares of which 4,994,084,922 Shares were in issue as at the Latest Practicable Date. The Board proposed to increase the authorised share capital of the Company from HK\$600,000,000 divided into 6,000,000,000 Shares to HK\$1,200,000,000 divided into 12,000,000,000 Shares by the creation of an additional 6,000,000,000 Shares. The new Shares shall rank pari passu with the existing Shares upon issue. The Directors have no present intention of issuing any part of the new Shares.

Reasons for the Increase in Authorised Share Capital

As at the Latest Practicable Date, only 1,005,915,078 Shares are left unissued and available for further allotment and issue by the Company.

In order to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Directors put forward the proposal for the Increase in Authorised Share Capital.

Condition of the Increase in Authorised Share Capital

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the Annual General Meeting.

3. GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

By an ordinary resolution passed at the annual general meeting of the Company on 27 June 2014, 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

LETTER FROM THE BOARD

- (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 4,994,084,922 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 998,816,984 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.

4. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law no. 111(A) of the Bye-laws, Mr. Sze Wai, Marco and Mr. Tan Shu Jiang (being executive Directors) will retire by rotation at the Annual General Meeting. Further, pursuant to Bye-law no. 115 of the Bye-laws, the office of Mr. Pan Tingxuan (being an executive Director) will end at the Annual General Meeting. Mr. Pan Tingxuan will be eligible, offer himself 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.

5. ACTIONS TO BE TAKEN

Set out in pages 12 to 15 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 Increase in Authorised Share Capital;
- (b) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (c) the re-election of Directors.

LETTER FROM THE BOARD

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. Sze Wai, Marco, Mr. Tan Shu Jiang and Mr. Pan Tingxuan.

6. RECOMMENDATION

The Directors consider that the proposed increase in Authorised Share Capital, 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.

7. 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.

8. 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 4,994,084,922 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 499,408,492 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 2014. 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:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
April	0.405	0.350
May	0.560	0.370
June	0.480	0.390
July	0.420	0.360
August	0.405	0.290
September	0.360	0.250
October	0.310	0.225
November	0.315	0.205
December	0.226	0.171
2015		
January	0.228	0.179
February	0.190	0.150
March	0.315	0.153
April (up to the Latest Practicable Date)	0.405	0.250

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 2,427,809,906 Shares representing approximately 48.61% of the issued share capital of the Company. On 4,994,084,922 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 54.01%. 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. Sze Wai, Marco**

Mr. Sze, aged 49, is the Chairman and the Chief Executive Officer of the Company. He joined the Group in February 2001. Mr. Sze has over 23 years of experience in investing in Hong Kong and China. His investment interests cover various sectors including information technology, industrial, property investment and development, transportation and trading. He is responsible for formulating the Group's business strategies. Save as disclosed, Mr. Sze had not held any directorship in public listed companies or other major appointment in the last three years.

Mr. Sze has entered into a service contract which is of a continuous term with the Company and each party may terminate the service contract by giving the other party not less than three months' written notice. He is entitled to an annual director's fee of HK\$1,920,000 and an annual housing allowance of HK\$1,560,000 which are determined based on the duties and responsibility of Mr. Sze in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Sze 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 executive Director, the Chief Executive Officer and the Chairman of the Company, Mr. Sze is also the director of all subsidiaries of the Company. Mr. Sze is the sole shareholder and director of Leading Value Industrial Limited, a substantial shareholder of the Company. Save as disclosed, Mr. Sze does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sze was interested in 2,430,309,906 Shares within the meaning of Part XV of the SFO.

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

Mr. Tan Shu Jiang

Mr. Tan, aged 46, is an executive Director. He holds a Bachelor Degree of German Language from Shanghai International Studies University (上海外國語大學). Mr. Tan has over 18 years of experience in the sales and marketing, technical and general management in the information technology businesses. Save as disclosed, Mr. Tan had not held any directorship in public listed companies or other major appointment in the last three years.

Mr. Tan has entered into a service contract with no fixed term with the Company and each party may terminate the service contract by giving the other party not less than three months' written notice. He is entitled to an annual director's fee of HK\$1,920,000 which is determined based on the duties and responsibility of Mr. Tan in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Tan 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 executive Director, Mr. Tan does not hold any position in the Company or any subsidiary of the Company. Mr. Tan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tan was interested in 4,000,000 Shares within the meaning of Part XV of the SFO.

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

Mr. Pan Tingxuan

Mr. Pan, aged 41, obtained a diploma of computer science and application from Hohai University (河海大學) in Nanjing, the PRC, in 1992. Mr. Pan has over seven years of experience in project management and strategic planning in investment and asset management. He was appointed as an executive president of 北京矩陣投資管理有限公司 (Beijing Ju Zhen Investment Management Company Limited*) between December 2005 and November 2014. Since April 2012, Mr. Pan has been a non-executive director of CECEP COSTIN New Materials Group Limited (stock code: 2228), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited.

Mr. Pan has not entered into any service contract with the Company. As determined by the Board, Mr. Pan is entitled to an annual director's fee of HK\$1,920,000, 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. Pan for his directorship in the Company. He is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, (i) Mr. Pan did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; (ii) Mr. Pan did not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Pan 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. Pan 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

NOTICE OF ANNUAL GENERAL MEETING



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 Monday, 8 June 2015 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 2014.
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. **“THAT**

the authorised share capital of the Company be increased from HK\$600,000,000 divided into 6,000,000,000 ordinary shares of HK\$0.10 each (“Shares”) to HK\$1,200,000,000 divided into 12,000,000,000 Shares by the creation of an additional 6,000,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

5. (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 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

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 5(B) above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5(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 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 5(B) above.”

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

Hong Kong, 29 April 2015

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
Pan Tingxuan

Non-executive Director

Law Fei Shing

Independent non-executive Directors

Chong Yiu Kan, Sherman
Lum Pak Sum
Liu Liyang

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.

NOTICE OF ANNUAL GENERAL MEETING

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.