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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 Eagle Legend Asia Limited (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or other transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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EAGLE LEGEND ASIA

EAGLE LEGEND ASIA LIMITED

鵬程亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 936)

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

A notice convening the annual general meeting of the Company to be held at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 23 May 2019 at 11:00 a.m. is set out on pages 12 to 16 of this circular.

A form of proxy for use in connection with the Annual General Meeting is enclosed with this circular. If you are not able to or do not intend to attend the Annual General Meeting but wish to exercise your right as a shareholder, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so desire. If you attend and vote at the Annual General Meeting, the instrument appointing your proxy will be deemed to have been revoked.

17 April 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 23 May 2019 at 11:00 a.m., notice of the said meeting is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company and its amendments from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under rule 1.01 of the Listing Rules
“Company”	Eagle Legend Asia Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under rule 1.01 of the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under rule 1.01 of the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise the power of the Company to allot, issue and deal with new Shares of up to 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	10 April 2019, 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 and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“SFC”	the Securities and Future Commission of Hong Kong
“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)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Code on Takeovers and Mergers approved by the SFC as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD

EAGLE LEGEND ASIA

EAGLE LEGEND ASIA LIMITED

鵬程亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 936)

Executive Directors:

Mr. Zeng Li (*Chairman*)

Mr. Winerthan Chiu (*Chief Executive Officer*)

Mr. Chan Ka Lun

Independent Non-executive Directors:

Mr. Wan Tze Fan Terence

Mr. Tsui Robert Che Kwong

Ms. Yang Yan Tung Doris

Registered Office:

P. O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Room 3607, 36/F.

China Resources Building

26 Harbour Road

Wan Chai

Hong Kong

17 April 2019

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

At the Annual General Meeting, the Directors will propose resolutions for, among other matters, (i) the re-election of the retiring Directors; and (ii) the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate. In compliance with rule 10.06(1)(b) of the Listing Rules, this circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, Mr. Winerthan Chiu and Mr. Wan Tze Fan Terence (the “**Retiring Directors**”) shall retire from office by rotation and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

The nomination committee of the Board (the “Nomination Committee”) had assessed and reviewed each of the independent non-executive directors’ annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Wan Tze Fan Terence remains independent. Mr. Wan also demonstrated his ability to provide independent views on the Company’s matters. He has years of experience in accounting and financial management and his expertise in this area would benefit the Group from the relevant perspective. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors for the year ended 31 December 2018 and the period thereafter up to the date of evaluation and found their performance satisfactory. Having duly considered their skills, knowledge, experience, expertise, and other relevant factors, the Nomination Committee is of the view that the Retiring Directors continue to be suitable candidates to serve on the Board. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the Annual General Meeting. 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 Annual General Meeting.

Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

ISSUE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting which, if passed, will give the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing the resolution. Assuming that no further Shares are issued and repurchased prior to the Annual General Meeting and based on the issued share capital of the Company comprising 1,060,000,000 Shares as at the Latest Practicable Date, the Company would be allowed under the Issue Mandate to allot and issue a maximum of 212,000,000 Shares. The Issue Mandate, if granted at the Annual General Meeting, will end at 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 Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting which, if passed, will give the Directors a general and unconditional mandate to exercise the power of the Company to repurchase Shares at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing the resolution. Assuming that no further Shares are issued and repurchased prior to the Annual General Meeting and based on the issued share capital of the Company comprising 1,060,000,000 Shares as at the Latest Practicable Date, the Company would be

LETTER FROM THE BOARD

allowed under the Repurchase Mandate to repurchase a maximum of 106,000,000 Shares. The Repurchase Mandate, if granted at the Annual General Meeting, will end at 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 Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement as required under rule 10.06(1)(b) of the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix II to this circular.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the Annual General Meeting to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 12 to 16 of this circular.

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, (i) the re-election of the Retiring Directors; and (ii) the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting.

A form of proxy for use in connection with the Annual General Meeting is enclosed with this circular. If you are able to or do not intend to attend the Annual General Meeting but wish to exercise your right as a Shareholder, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting should you so desire. If you attend and vote at the Annual General Meeting, the instrument appointing your proxy will be deemed to have been revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the Annual General Meeting and contained in the notice of the Annual General Meeting will be voted by way of a poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that (i) the re-election of the Retiring Directors; and (ii) the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Eagle Legend Asia Limited
Zeng Li
Chairman

Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Winerthan Chiu (*Executive Director*)

Mr. Winerthan Chiu, aged 63, is the chief executive officer of the Company. Mr. Chiu was appointed as an executive Director and Chief Executive Officer (the “**Chief Executive Officer**”) on 22 December 2014 and 12 September 2018 respectively. Mr. Chiu is also a member of the remuneration committee of the Company (the “**Remuneration Committee**”), an authorised representative of the Company under each of the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and a director of certain subsidiaries of the Company.

Mr. Chiu has over 29 years of experience in investment and corporate management. Mr. Chiu was an executive director of China Primary Energy Holdings Limited (stock code: 8117), a company listed on the Growth Enterprise Market of the Stock Exchange, from March 2004 to July 2008. Mr. Chiu graduated from a university with a Bachelors’ degree in 1982. He is a fellow member of the Hong Kong Institute of Directors.

As at the Latest Practicable Date, Mr. Chiu did not have any relationship with any existing Directors, senior management of the Company, substantial Shareholders or controlling Shareholders, or have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chiu has entered into a service agreement with the Company commencing on 22 December 2014 for a fixed term of two years, unless terminated by at least one month’s written notice served by either party to the other party at any time during the said fixed term. The service agreement has been renewed on 22 December 2018. He shall hold office only until the Annual General Meeting and will be eligible for re-election at that meeting and, if re-elected, is thereafter subject to rotation and re-election pursuant to the Articles of Association. Mr. Chiu is entitled to receive a remuneration of HK\$800,000 per annum and a discretionary bonus to be determined by the Board with reference to the Company’s performance and his contribution to the Company during the reference year. Mr. Chiu’s emoluments (including the discretionary bonus) were determined by the Board with reference to his experience, duties, responsibilities and the Company’s remuneration policy.

Mr. Wan Tze Fan Terence (*Independent non-executive Director*)

Mr. Wan Tze Fan Terence, aged 54, was appointed as an independent non-executive Director on 22 December 2014. Mr. Wan is also the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the Remuneration Committee.

Mr. Wan holds a bachelor degree of commerce and a master degree of business administration. He has years of experience in accounting and financial management and has worked for international accounting firms and listed companies in Hong Kong. He is a fellow member of Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. He is also a fellow member of The Hong Kong Institute of Directors. Mr. Wan is also an executive director of Sino Oil and Gas Holdings Limited (stock code: 702) and an independent non-executive director of China Primary Energy Holdings Limited (stock code: 8117), both of which are listed on The Stock Exchange of Hong Kong Limited.

As at the Latest Practicable Date, Mr. Wan did not have any relationship with any existing Directors, senior management of the Company, substantial Shareholders or controlling Shareholders, or have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wan has entered into a letter of appointment with the Company commencing on 22 December 2014 for a fixed term of two years, unless terminated by at least one month's written notice served by either party to the other party at any time during the said fixed term. The letter of appointment has been renewed on 22 December 2018. He shall hold office only until the Annual General Meeting and will be eligible for re-election at that meeting and, if re-elected, is thereafter subject to rotation and re-election pursuant to the Articles of Association. Mr. Wan is entitled to receive a remuneration of HK\$180,000 per annum or a prorated amount for any incomplete year as determined by the Board with reference to his experience, level of responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, each of the Retiring Directors confirmed with respect to him that as at the Latest Practicable Date, (i) he had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he did not hold other positions in the Company or other members of the Group; (iii) there is no other information that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (iv) there are no other matters which need to be brought to the attention of the Shareholders in connection with his re-election.

This explanatory statement contains the information required under rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 1,060,000,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 106,000,000 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period from the date on which such resolution is passed until the date 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 Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever occurs the earliest.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole, as considered by the Directors, the Repurchase Mandate would give the Company additional flexibility as the repurchase of Shares may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share and it will be made only when the Directors believe that such repurchase will be in the best interests of the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles of Association and subject to the provisions of the laws of the Cayman Islands. Any premium payable on redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its Articles of Association and subject to the provisions of the laws of the Cayman Islands.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

On the basis of the consolidated financial position of the Company as at 31 December 2018 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares in issue at the Latest Practicable Date, the Directors consider that there might be an adverse impact on the working capital position and/or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse impact on the working capital position or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICE

The highest and lowest prices at which the Shares had been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.92	0.81
May	1.08	0.82
June	1.00	0.86
July	–	–
August	–	–
September	0.99	0.82
October	0.88	0.68
November	0.79	0.70
December	0.71	0.65
2019		
January	0.69	0.57
February	0.75	0.62
March	0.87	0.68
April (up to and including the Latest Practicable Date)	0.75	0.67

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

No core connected person has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares exercised by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, 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. A waiver of this provision would not normally be given except in extraordinary circumstances.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling Shareholder, Harbour Luck Investments Limited ("**Harbour Luck**") was beneficially interested in 600,000,000 Shares, representing approximately 56.60% of the aggregate number of issued Shares. In the event that the Directors exercised in full the power under the Repurchase Mandate to repurchase Shares, the interest of Harbour Luck in the issued Shares will be increased to approximately 62.89% and such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

Moreover, the Directors have no intention to exercise the power to repurchase Shares to the extent that the number of Shares held by the public would be reduced to less than 25% of the aggregate number of issued Shares or such level of the minimum public float requirement stipulated under the Listing Rules from time to time.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

EAGLE LEGEND ASIA

EAGLE LEGEND ASIA LIMITED

鵬程亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 936)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Eagle Legend Asia Limited (the “**Company**”) will be held at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 23 May 2019 at 11:00 a.m. for the following ordinary business:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the “**Directors**”) and the report of the independent auditor of the Company (the “**Auditor**”) for the year ended 31 December 2018;
2. To re-elect the following retiring Directors, each as a separate resolution:
 - 2.1 Mr. Winerthan Chiu as an executive director of the Company; and
 - 2.2 Mr. Wan Tze Fan Terence as an independent non-executive director of the Company;
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint BDO Limited as the Auditor and authorise the Board to fix its remuneration;

As special businesses, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

5A. “**THAT**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the 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, options and rights of exchange or conversion, which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under the share option scheme of the Company adopted for the grant or issue to the eligible participants of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire shares of the Company; or (iii) the exercise of the rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying rights to subscribe for or purchase Shares; and/or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with its articles of association of the Company (the “**Articles**”), shall not exceed 20 per cent. of the aggregate number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 Articles, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any applicable laws; or
- (iii) the date upon which the authority set out in this resolution is revoked, varied or renewed by way of ordinary resolution by the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL 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 Shares on the register of shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions 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, or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

5B. “**THAT**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Future Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or other applicable Laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate number of the issued Share as at the date of passing this resolution, and the said authority shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” shall have the same meaning as ascribed to it under resolution set out in paragraph 5A(d) of the notice convening this meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- 5C. “**THAT** conditional upon the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Share in the capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting provided that such amount shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing this resolution.”

By order of the Board
Eagle Legend Asia Limited
Zeng Li
Chairman

Hong Kong, 17 April 2019

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting or its adjournment meeting is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) or more proxies to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company but must be present in person at the annual general meeting. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, a form of proxy, together with any 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 at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or the poll concerned if he/she/it so wishes and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For determining the entitlement of the shareholder of the Company to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 20 May 2019 to Thursday, 23 May 2019 (both dates inclusive), during which period no transfer of shares will be effected. To qualify for attending and voting at the annual general meeting, non-registered shareholders of the Company must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 17 May 2019.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the name stands first in the register of shareholders of the Company in respect of the joint holding.
5. All the resolutions set out in this notice shall be decided by poll.

NOTICE OF ANNUAL GENERAL MEETING

6.
 - (a) Subject to paragraph (b) below, if a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 8:00 a.m. and 11:00 a.m. on the date of the annual general meeting, the annual general meeting will be postponed and the shareholders of the Company will be informed of the date, time and venue of the postponed annual general meeting by an announcement posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled at or before three hours before the time fixed for holding the annual general meeting and where conditions permit, the annual general meeting will be held as scheduled.
 - (c) The annual general meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.
 - (d) After considering their own situations, the shareholders of the Company should decide on their own as to whether they would attend the annual general meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. As at the date hereof, the Board comprises Mr. Zeng Li, Mr. Winerthan Chiu and Mr. Chan Ka Lun as executive Directors; and Mr. Wan Tze Fan Terence, Mr. Tsui Robert Che Kwong and Ms. Yang Yan Tung Doris as independent non-executive Directors.