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SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Notice**”) of the annual general meeting of UDL Holdings Limited (the “**Company**”) dated 30 October 2015. As set out in the Notice, the board of directors (the “**Board**”) of the Company resolved to propose the resolutions contained in the Notice at the annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 30 November 2015 at 10:30 a.m. (“**Annual General Meeting**”) for its shareholders’ consideration and, if thought fit, approval.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the resolutions no. 2(a) to 2(i) in relation to the re-election of retiring directors in the Notice will be replaced by the following amended resolutions no. 2(a) to 2(e) which are proposed by the Board to be considered and, if thought fit, passed as ordinary resolutions at the Annual General Meeting together with other resolutions set out in the Notice dated 30 October 2015:

2. (a) To re-elect Mr Wong Kwok Tung Gordon Allan as an executive director.
- (b) To re-elect Dr Lam Lee G. as a non-executive director.
- (c) To re-elect Mr Cheng Yuk Wo as an independent non-executive director.
- (d) To re-elect Mr Choi, Victor Wang Tao as an independent non-executive director.
- (e) To re-elect Mr Mak Ming Chuen as an independent non-executive director.

By Order of the Board
Wong Kwok Tung Gordon Allan
Executive director (Chief executive officer)

Hong Kong, 13 November 2015

Notes:

1. Save for the above amended resolutions, there is no any other changes to the resolutions set out in the Notice. For details of other resolutions and other related matters to be considered and approved at the Annual General Meeting, please refer to the Notice and the circular of the Company dated 30 October 2015 (the “**Circular**”).
2. A revised proxy form (“**Revised Proxy Form**”) for use at the Annual General Meeting has been prepared to include the above amended resolutions set out in this supplementary notice. The Revised Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (<http://www.udl.com.hk>). The proxy form despatched with the Circular on 30 October 2015 (“**Original Proxy Form**”) is superseded by the Revised Proxy Form.
3. A shareholder of the Company (the “**Shareholder**”) who has not yet lodged the Original Proxy Form in accordance with the instructions printed thereon is required to lodge the Revised Proxy Form if he/she/it wishes to appoint proxies to attend the Annual General Meeting in his/her/its stead. In this case, the Original Proxy Form should not be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
4. A Shareholder who has already lodged the Original Proxy Form with the Company’s branch share registrar in Hong Kong in accordance with the instructions printed thereon should note that:
 - (i) If no Revised Proxy Form is lodged in accordance with the instructions printed thereon, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the above amended resolutions set out in this supplementary notice.
 - (ii) If the Revised Proxy Form is lodged in accordance with the instructions printed thereon not less than 48 hours before the time of holding the Annual General Meeting or any adjournment thereof (the “Closing Time”), the Revised Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder.
 - (iii) If the Revised Proxy Form is lodged with the Company’s branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The Original Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form is lodged with the Company’s branch share registrar in Hong Kong.
5. Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form shall not preclude them from attending and voting in person at the Annual General Meeting or any adjournment thereof.
6. The amended resolutions set out in this supplementary notice shall be decided by poll.

As at the date of this notice, the Board comprises one executive Director, namely Mr Wong Kwok Tung Gordon Allan (chief executive officer); one non-executive Director, namely Dr Lam Lee G.; and three independent non-executive Directors, namely Mr Cheng Yuk Wo, Mr Choi, Victor Wang Tao and Mr Mak Ming Chuen.