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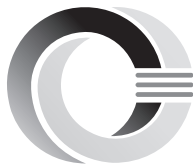
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China City Infrastructure Group Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**中國城市基礎設施集團有限公司**

China City Infrastructure Group Limited

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2349)**

**REFRESHMENT OF CURRENT GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee and  
the Independent Shareholders**



**Alliance Capital Partners Limited**

同人融資有限公司

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A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 18 November 2016 at 11:00 a.m. is set out on pages 22 to 24 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

3 November 2016

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Letter from the Independent Board Committee</b> .....	11
<b>Letter from the Independent Financial Adviser</b> .....	12
<b>Notice of EGM</b> .....	22

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 3 June 2016
“Articles” or “Articles of Association”	the articles of association of the Company
“associates”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (not being a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	China City Infrastructure Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to this term under the Listing Rules
“Current General Mandate”	the general mandate approved at the AGM authorising the Directors to allot and issue Shares of up to 20% of the number of issued Shares of the Company as at the date of passing the relevant ordinary resolution at the AGM
“Director(s)”	Director(s) of the Company
“EGM”	the extraordinary general meeting to be held and convened to approve the proposed refreshment of the Current General Mandate and the matters contemplated thereunder
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Independent Board Committee”	an independent committee of the Board, comprising the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the refreshment of the Current General Mandate, the voting at the EGM for the refreshment of the Current General Mandate and whether the refreshment of the Current General Mandate are in the interests of the Company and the Shareholders as a whole
“Independent Financial Adviser”	Alliance Capital Partners Limited, a licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activity appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the Current General Mandate
“Independent Shareholder(s)”	Shareholder(s) other than China Water Affairs Group Limited and its associates
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules)
“Latest Practicable Date”	31 October 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Refreshed General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the EGM to exercise the power of the Company to allot, issue or otherwise deal with the 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
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITIONS

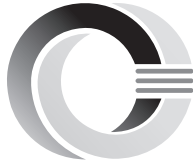
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“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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# 中國城市基礎設施集團有限公司

## China City Infrastructure Group Limited

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2349)

*Executive Directors:*

Mr. Li Chao Bo (*Chairman*)  
Ms. Wang Wenxia  
(*Vice Chairman and Chief Executive Officer*)  
Mr. Ren Qian

*Non-executive Director:*

Mr. Zhou Kun

*Independent non-executive Directors:*

Mr. Chan Pok Hiu  
Mr. Wong Chi Ming  
Mr. Wang Jian

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

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

Suite 6208, 62nd Floor  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

3 November 2016

*To the Shareholders*

Dear Sir or Madam,

### **REFRESHMENT OF CURRENT GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The Board proposes the refreshment of the Current General Mandate subject to the Independent Shareholders' approval. An ordinary resolution will be proposed at the EGM to the Independent Shareholders to consider and, if thought fit, approve the refreshment of the Current General Mandate.

The purpose of this circular is to provide you with the information relating to (i) the refreshment of the Current General Mandate to be proposed at the EGM; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders on the refreshment of the Current General Mandate; (iii) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the proposed refreshment of the Current General Mandate; and (iv) the notice of EGM.

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## LETTER FROM THE BOARD

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### **CURRENT GENERAL MANDATE**

At the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Current General Mandate to allot and issue up to a maximum of 408,918,972 Shares, representing 20% of the number of issued Shares of the Company as at the date of passing of the relevant resolution.

Reference is made to the announcement of the Company dated 21 June 2016 in relation to the subscription of 262,000,000 new Shares at the subscription price of HK\$0.5 per Share by China Financial International Investments Limited as subscriber pursuant to the conditional subscription agreement dated 21 June 2016 and subscription of the convertible bonds in the principal amount of HK\$73,000,000 convertible into Shares at the initial conversion price of HK\$0.5 per conversion Share pursuant to the conditional subscription agreement dated 21 June 2016. The Current General Mandate has been utilised as to approximately 99.78% by way of the subscription of new Shares and the convertible bonds as announced on 21 June 2016. The net proceeds of approximately HK\$203.9 million would be applied for general working capital for daily operation, repayment of loans and future development of the Group. It is expected that the net proceeds from the subscription of the new Shares and the convertible bonds would be applied as initially intended. Please refer to the section headed “Equity Fund Raising Activities of the Company during the past 12 months” in this circular for further details.

As at the Latest Practicable Date, the Company has not made any refreshment of the Current General Mandate since the AGM.

### **PROPOSED REFRESHMENT OF THE CURRENT GENERAL MANDATE**

The Company will convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the general mandate to allot and issue Shares not exceeding 20% of the number of issued Shares of the Company as at the date of passing the relevant ordinary resolution at the EGM.

As at the Latest Practicable Date, the Company had an aggregate of 2,306,594,861 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of the Current General Mandate and on the basis that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company will be allowed to allot and issue up to 461,318,972 Shares, being 20% of the number of issued Shares of the Company as at the Latest Practicable Date.

The refreshed Current General Mandate will expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### REASONS FOR THE REFRESHMENT OF THE CURRENT GENERAL MANDATE

As explained in the paragraph headed “Current General Mandate” above, the Current General Mandate has been almost fully utilised as at the Latest Practicable Date. The next annual general meeting of the Company is expected to be held in or about June 2017.

In order to provide additional flexibility to allow the Company to grasp appropriate fund raising opportunities, the Board believes that the refreshment of the Current General Mandate is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility necessary for the Group’s future business expansion and development as well as to cater for future funding requirement of the Group. The Board considers equity financing to be an important avenue of resources to the Group since it does not create any interest paying obligations on the Group. In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future business development.

The Company has considered other pre-emptive equity fund raising activities such as rights issue and open offer. However, having considered that (i) the proposed refreshment of the Current General Mandate will enable the Group to conduct fund raising activities or allotment and issuance of new Shares for its future operations and business development or suitable prospective investment opportunities if and when they arise and (ii) granting of specific mandate will be subject to the approval of the Shareholders may cause undue delay if the Group wishes to carry out timely acquisition and/or fund raising activities, the Board considers that the refreshment of the Current General Mandate will allow the Group to maintain sufficient financial flexibility.

The Company has considered the potential dilution impact to the existing Shareholders if the Company fully utilized the refreshed general mandate. As at the Latest Practicable Date, the Company had an aggregate of 2,306,594,861 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of the Current General Mandate and on the basis that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company will be allowed to allot and issue up to 461,318,972 Shares, being 20% of the number of issued Shares of the Company as at the Latest Practicable Date. The Company considers that such potential dilution impact is acceptable in light of the benefits of the refreshment of the Current General Mandate as mentioned above.

As disclosed in its 2016 interim report, the Company recorded a loss attributable to the owners of the Company of approximately HK\$208.4 million for six months ended 30 June 2016. As disclosed in the 2016 interim report, the Group’s cash and bank balances amounted to approximately HK\$251.1 million, while the gearing ratio of the Group was 91.0% as at 30 June 2016. While the Company has not yet fully utilized proceeds from the previous subscription of 21 June 2016, the Company considers that it is prudent for the Group to have sufficient flexibility to grasp appropriate fund raising opportunities and the refreshment of the Current General Mandate will serve this purpose.



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## LETTER FROM THE BOARD

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Apart from equity financing, the Group will also consider other financing alternatives such as debt financing and bank borrowings. The Group will consider the cost and other terms of the funding before deciding the means of financing in order to maximize the benefit to the Shareholders. Furthermore, these debt financing alternatives will incur additional interest burden on the Group and may be subject to, including but not limited to, lengthy due diligence and negotiations with the banks as well as pledge of assets of the Group.

The Directors have no concrete plan for raising capital by issuing new Shares as at the Latest Practicable Date, and there is currently no concrete proposal presented by potential investors for investment in the Shares. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the EGM for the refreshment of the Current General Mandate such that, should attractive terms for investment in the Shares become available from potential investors, the Board would be able to respond to the market promptly as fund raising exercise pursuant to a general mandate provides the Company with a more simple and less lead time process than other types of fund raising exercises as well as to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. The Directors consider that funding requirements or appropriate investment opportunities may or may not arise at any time prior to the next annual general meeting. If such opportunities arise prior to the next annual general meeting, decisions may have to be made within a limited period of time.

Announcement(s) will be made by the Company in the event any concrete fund raising plan arises as and when appropriate in compliance with the Listing Rules. There has not been any refreshment of the Current General Mandate since the AGM.

In view of the above, the Directors consider that the refreshment of the Current General Mandate is appropriate and is in the best interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### EQUITY FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

Save as disclosed below, the Company had not conducted any equity fund raising activity in the past 12 months immediately preceding the date of this circular.

<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds and intended use</b>	<b>Actual use of proceeds</b>
31 May 2016	Subscription of 408,000,000 new Shares at the subscription price of HK\$0.5 per Share by China Financial International Investments Limited as subscriber pursuant to the conditional subscription agreement dated 30 May 2016.	The proceeds of the subscription of approximately HK\$203.9 million will be applied for general working capital for daily operation, repayment of loans and future development of the Group.	The subscription was terminated as disclosed in the announcement dated 21 June 2016.
21 June 2016	Subscription of 262,000,000 new Shares at the subscription price of HK\$0.5 per Share by China Financial International Investments Limited as subscriber pursuant to the conditional subscription agreement dated 21 June 2016 and subscription of the convertible bonds in the principal amount of HK\$73,000,000 convertible into Shares at the initial conversion price of HK\$0.5 per conversion Share pursuant to the conditional subscription agreement dated 21 June 2016.	The proceeds of the subscription of approximately HK\$203.9 million will be applied for general working capital for daily operation, repayment of loans and future development of the Group.	Approximately HK\$140.5 million has been used as to (i) approximately HK\$60.8 million towards general working capital for daily operation of the Group; (ii) approximately HK\$11 million for the payment of the remaining consideration of acquisition announced by the Company in the announcement dated 5 January 2016; and (iii) approximately HK\$68.7 million towards repayment of loans of the Group. The remaining net proceeds of approximately HK\$63.4 million have remained unused and are intended to use in settling the indebtedness and repaying the outstanding loan of the Group.

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## LETTER FROM THE BOARD

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### INDEPENDENT BOARD COMMITTEE

The Independent Board Committee which comprises Mr. Chan Pok Hiu, Mr. Wong Chi Ming and Mr. Wang Jian, all being the independent non-executive Directors, has been established to advise the Independent Shareholders on the refreshment of the Current General Mandate.

Alliance Capital Partners Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Current General Mandate.

The Independent Board Committee and the Directors, having taken into account the advice of the Independent Financial Adviser, consider that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommend the Independent Shareholders to vote in favour of the ordinary resolution which will be proposed at the EGM for approving the refreshment of the Current General Mandate.

The text of the letter from the Independent Board Committee is set out on page 11 of this circular and the text of the letter from the Independent Financial Adviser containing its advice is set out on pages 12 to 21 of this circular.

### GENERAL INFORMATION

Your attention is also drawn to the letter of advice from the Independent Financial Adviser set out on pages 12 to 21 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Current General Mandate and the letter from the Independent Board Committee set out on page 11 of this circular which contains its recommendation to the Independent Shareholders in relation to the refreshment of the Current General Mandate.

### 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 Group. 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.

### EGM

A notice convening the EGM of the Company to be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 18 November 2016 at 11:00 a.m. is set out on pages 22 to 24 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein.

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## LETTER FROM THE BOARD

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A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to the Listing Rules, the refreshment of the Current General Mandate will be subject to the Independent Shareholders' approval by way of passing an ordinary resolution at the EGM at which any of the controlling Shareholders and their respective associates, or where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates shall abstain from voting in favour of the resolution approving the refreshment of Current General Mandate. Neither the Directors and the chief executive of the Company nor their respective associates who are required to abstain from voting at the EGM have any intention to vote against the resolution approving the refreshment of Current General Mandate at the EGM.

As at the Latest Practicable Date, China Water Affairs Group Limited and its associates together holds 881,595,063 Shares, representing approximately 38.22% of the issued share capital of the Company. Accordingly, China Water Affairs Group Limited and its associates shall abstain from voting in favour of the resolution approving the refreshment of Current General Mandate.

The vote of the Independent Shareholders in respect of the refreshment of the Current General Mandate at the EGM will be taken by way of poll.

Save as disclosed above, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required to abstain from voting on the proposed resolution on the refreshment of the Current General Mandate at the EGM.

### RECOMMENDATIONS

The Directors consider the proposed refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favour of the proposed resolution approving the refreshment of the Current General Mandate as set out in the notice of EGM.

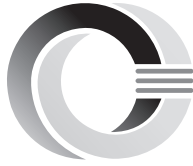
The Independent Board Committee, having taken into account the advice of the Independent Financial Advisers in relation to the refreshment of the Current General Mandate, is of the opinion that the refreshment of the Current General Mandate is in the best interest of the Company and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM for approving the refreshment of the Current General Mandate.

By order of the Board  
**China City Infrastructure Group Limited**  
**Li Chao Bo**  
*Chairman*

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**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

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**中國城市基礎設施集團有限公司**  
China City Infrastructure Group Limited

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2349)**

3 November 2016

*To the Independent Shareholders*

Dear Sir or Madam,

**REFRESHMENT OF CURRENT GENERAL MANDATE TO ISSUE SHARES**

We refer to the circular of the Company dated 3 November 2016 (the “**Circular**”) of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the proposed refreshment of the Current General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Alliance Capital Partners Limited has been appointed as the independent financial adviser to advise us in this respect.

Having considered the principal reasons and factors considered by, and the advice of, Alliance Capital Partners Limited as set out in its letter of advice to us on pages 12 to 21 of the Circular, we are of the opinion that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the refreshment of the Current General Mandate.

Yours faithfully,

*For and on behalf of the Independent Board Committee*

**Mr. Chan Bo Hiu**  
*Independent non-executive  
Director*

**Mr. Wong Chi Ming**  
*Independent non-executive  
Director*

**Mr. Wang Jian**  
*Independent non-executive  
Director*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the text of the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Current General Mandate for the purpose of incorporation into this circular.*



**Alliance Capital Partners Limited**  
同人融資有限公司

3 November 2016

*To the Independent Board Committee and the Independent Shareholders*

Dear Sirs or Madams,

### **REFRESHMENT OF CURRENT GENERAL MANDATE TO ISSUE SHARES**

#### **INTRODUCTION**

We refer to our engagement as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the grant of the Refreshed General Mandate, details of which are set out in the letter from the Board (the “Letter from the Board”) contained in the circular of the Company to the Shareholders dated 3 November 2016 (the “Circular”), of which this letter forms part. Capitalised terms used in this letter have the same meanings as defined in this circular unless the context otherwise requires.

Pursuant to Rule 13.36(4)(a) of the Listing Rules, any refreshment of the Current General Mandate for the Directors to issue and allot new Shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of the EGM is subject to the approval of the Independent Shareholders at the EGM by way of poll. Any controlling shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution regarding the grant of the Refreshed General Mandate. As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors, China Water Affairs Group Limited (being the controlling shareholder of the Company) and its associates, currently holding an aggregate of 881,595,063 Shares (representing approximately 38.22% of the issued Shares), are required to abstain from voting in favour of the resolution for approving the proposed grant of the Refreshed General Mandate at the EGM.

The Independent Board Committee, comprising all independent non-executive Directors, namely Mr. Chan Pok Hiu, Mr. Wong Chi Ming and Mr. Wang Jian, has been established to advise the Independent Shareholders as to whether the refreshment of Current General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### BASIS OF OUR OPINION

In arriving at our recommendation, we have relied on the information and facts provided by the Company and have assumed that any representations made to us are true, accurate and complete. We have also relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and the management of the Company. We have assumed that all information, representations and opinions contained or referred to in the Circular and all information, representations and opinions which have been provided by the Directors and the management of the Company for which they are solely responsible, are true and accurate at the time they were made and will continue to be accurate at the date of the despatch of the Circular.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular the omission of which would make any such statement contained in the Circular misleading. We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and representations and opinions made to us untrue, inaccurate or misleading. Having made all reasonable enquiries, the Directors have further confirmed that, to the best of their knowledge, they believe there are no other facts or representations the omission of which would make any statement in the Circular, including this letter, misleading. We have not, however, carried out any independent verification of the information provided by the Directors and management of the Company, nor have we conducted any independent investigation into the business and affairs of the Group.

As at the Latest Practicable Date, we were independent from, and were not associated with the Company or their respective substantial shareholder(s) or connected person(s), as defined under the Listing Rules and accordingly, are considered eligible to give independent advice on the proposed refreshment of Current General Mandate. We will receive a fee from the Company for our role as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the grant of the Refreshed General Mandate. We have not acted as independent financial adviser to the Company's other transactions in the last two years. Apart from this normal professional fee payable to us in connection with this appointment, no arrangements exist whereby we will receive any fees or benefits from the Company or their respective substantial shareholder(s) or connected person(s), as defined under the Listing Rules.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion to the Independent Board Committee and the Independent Shareholders in respect of the grant of Refreshed General Mandate, we have taken the following principal factors and reasons into consideration:

#### 1. Background and reasons for the refreshment of the Current General Mandate

At the AGM, the Shareholders approved, among others, the grant of the Current General Mandate to the Directors. Pursuant to the Current General Mandate, the Directors were granted an unconditional general mandate to issue, allot and deal with a maximum of 408,918,972 Shares, representing 20% of the issued share capital of the Company as at the date of AGM.

Subsequently, as disclosed in the announcement of the Company dated 21 June 2016, the Company has entered into a CB Subscription Agreement and a Subscription Agreement with the Subscriber whereby the Company has agreed to conditionally (i) issues Convertible Bonds (the “**CB Subscription**”) and (ii) allot and issue 262,000,000 new Shares (the “**Share Subscription**”) to the Subscriber, respectively.

The above CB Subscription and Share Subscription were completed on 28 June 2016, the Current General Mandate has almost been fully utilized as to approximately 99.78% of the Current General Mandate. The Company has not made any refreshment of the Current General Mandate since the AGM up to the Latest Practicable Date. As at the Latest Practicable Date, the Company has an issued share capital of 2,306,594,861 Shares. Upon the issue and allotment of Shares as a result of the placing of new Shares under the Current General Mandate, only a total of 918,972 Shares might be further issued and allotted under the Current General Mandate, which represents only approximately 0.04% of the issued share capital of the Company as at the Latest Practicable Date.

In order to maintain financial flexibility for the Company to raise further funds by issue of new Shares for its future business development as and when an opportunity arises, the Board proposes to seek the approval of the Independent Shareholders at the EGM to grant the Refreshed General Mandate such that the Directors will be granted the authority to allot and issue new Shares not exceeding 20% of the total issued share capital of the Company at the date of EGM. Subject to the passing of the ordinary resolution approving the grant of the Refreshed General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the EGM, the Refreshed General Mandate would allow the Directors to allot and issue a maximum of 461,318,972 new Shares.



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### *Information of the Group*

The Group is principally engaged in (i) infrastructure businesses with primitive focus on infrastructure projects relating to environmental protection, clean energy, and urbanization in the PRC (the “**City Infrastructure Business**”) and (ii) property investment, development, management and other property related businesses (the “**Property Business**”).

According to the annual report of the Company for the year ended 31 December 2015 (the “**2015 Annual Report**”) and interim report for the six months ended 30 June 2016 (the “**2016 Interim Report**”), the Group started to expand its businesses in infrastructure sector in late 2014 and it is in the process of transition period to from Property Businesses to City Infrastructure Businesses. The Property Businesses are fading out while City Infrastructure Business will continue to expand. The Group will continue to evaluate the investment opportunities in infrastructure projects including natural gas sales and distribution, natural gas pipeline construction, solid waste treatment and waste to energy to grasp opportunities to increase market shares. In this regard, the Group entered into the non-legally binding acquisition memorandum of understanding and letter of intent of cooperation with a number of natural gas project companies (the “**Possible Acquisition**”).

As advised by the Company, the consideration for the Possible Acquisition may require cash outlay or allotment and issuance of new Shares in the future that the total investment amount is expected to be approximately RMB1.5 billion (equal to approximately HK\$1.7 billion) and would be invested in phases. Save as the disclosed acquisition of natural gas projects in the announcement of the Company dated 5 January 2016, the Company had not identified any other investment target in relation to the Possible Acquisition as at the Latest Practicable Date. As advised by the Company, the investment amount of the Possible Acquisition may subject to change depending on the rapid changing market condition. The Company will from time to time to evaluate and explore suitable business opportunity for bringing returns for all shareholders.

### *Financial Information of the Group*

As disclosed in the 2016 Interim Report, the Company recorded a loss attributable to the owners of the Company of approximately HK\$208.4 million for six months ended 30 June 2016 (“1H 2016”), representing an increase of loss of 16.2% as compared to the loss attributable to the owners of the Company of approximately HK\$179.3 million for the year ended 31 December 2015 (“FY 2015”). In total, the Company recorded an aggregate of losses attributable to the owners of the Company of HK\$387.7 million for a period of eighteen months ended 30 June 2016. As disclosed in the 2016 Interim Report, the Group’s cash and bank balances amounted to approximately HK\$251.1 million, while the gearing ratio of the Group was 91.0% as at 30 June 2016. The gearing ratio was calculated by net debt (aggregated borrowings, senior notes and convertible notes net of bank balances and cash and pledged bank deposits) over total equity. The latest financial results of the Company combined with the high gearing ratio of the Group as at 30 June 2016 may affect the ability of the Group to obtain bank borrowings if and when necessary.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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As disclosed in the 2016 Interim Report, the Group's cash and bank balances amounted to approximately HK\$251.1 million and the net current assets amounted to approximately HK\$394.7 million (the "Existing Working Capital"). The Existing Working Capital is not sufficient to finance the Possible Acquisition discussed above.

Having considered that (i) the recent business developments of the Group, in particular, the Possible Acquisition as disclosed in the 2015 Annual Report which may require cash outlay or allotment and issuance of new Shares, while the Existing Working Capital is not sufficient to finance such plan; (ii) the loss making performance of the Group during FY2015 and 1H 2016 with the high gearing ratio of the Group may affect the ability of the Group to obtain bank borrowings if and when necessary; and (iii) the grant of the Refreshed General Mandate will provide the Group additional options and flexibility to raise funds or allotment and issuance of new Shares in a timely manner when required, as well as for improving its working capital position of the Company when necessary, we therefore concur with the Directors' view that the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

### 2. Fund raising activities of the Company during the past twelve months (the "Previous Fund Raising Activities")

Set out below is the fund raising activity of the Company during the past twelve months immediately prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds and intended use	Actual use of proceeds
31 May 2016	Subscription of 408,000,000 new Shares at the subscription price of HK\$0.5 per Share by China Financial International Investments Limited as subscriber pursuant to the conditional subscription agreement dated 30 May 2016	The gross proceeds of the subscription of approximately HK\$203.9 million will be applied for general working capital for daily operation, repayment of loans and future development of the Group	The subscription was terminated as disclosed in the announcement dated 21 June 2016

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds and intended use</b>	<b>Actual use of proceeds</b>
21 June 2016	Subscription of 262,000,000 new Shares at the subscription price of HK\$0.5 per Share by China Financial International Investments Limited as subscriber pursuant to the conditional subscription agreement dated 21 June 2016 and subscription of the convertible bonds in the principal amount of HK\$73,000,000 convertible into Shares at the initial conversion price of HK\$0.5 per conversion Share pursuant to the conditional subscription agreement dated 21 June 2016	The gross proceeds of the subscription of approximately HK\$203.9 million will be applied for general working capital for daily operation, repayment of loans and future development of the Group	Approximately HK\$140.5 million has been used as to (i) approximately HK\$60.8 million towards general working capital for daily operation of the Group; (ii) approximately HK\$11 million for payment of the remaining consideration of acquisition announced by the Company in the announcement dated 5 January 2016; and (iii) approximately HK\$68.7 million towards repayment of loans of the Group. The remaining net proceeds of approximately HK\$63.4 million have remained unused and are intended to use in settling the indebtedness and repaying the outstanding loan of the Group

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Save as disclosed above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date. As advised by the Company, the Company has a total unutilised fund from the Previous Fund Raising Activities of approximately HK\$63.4 million which is expected to settle the indebtedness and repay the outstanding loan of the Group.

Per our discussion with the management of the Company, the Directors consider that it is necessary for the proposed refreshment of the Current General Mandate, as (i) it will enable the Group to conduct fund raising activities or allotment and issuance of new Shares for its future operations and business development or suitable prospective investment opportunities if and when they arise, in particular, the Possible Acquisition as disclosed in the 2015 Annual Report; and (ii) granting of specific mandate is subject to the approval of the Shareholders which may cause undue delay if the Group wishes to carry out timely acquisitions. If the Current General Mandate is refreshed, the Group will be in a better bargaining position in the negotiation of potential investments or acquisitions.

Taking into consideration that (i) the unutilised portion of the proceeds raised from the Company's recent fund raising activity is expected to be applied to settle the indebtedness and repay the outstanding loan of the Group, and (ii) the fact that the Company has entered into the non-legally binding letter of intent with a number of natural gas project companies in relation to the Possible Acquisition which may require cash outlay or allotment and issuance of the new Shares as considerations, while the Existing Working Capital is not sufficient to finance such plan, we concur with the Directors' views that maintaining financial flexibility of the Group is conducive to its future business development and investment and that the grant of Refreshed General Mandate will provide an alternative for the Company to raise funds or allotment and issuance of new Shares and will provide more flexibility and options of financing to the Group for future investments and business development as and when any opportunity arises given the rapid changing investment environment and in times of volatile market conditions. If the Company proposes to issue any new Shares utilising the Refreshed General Mandate, it will make further announcement(s) as and when required.

Based on the above and in view of the next annual general meeting will not be held until around June 2017 which is about eight months away from the Latest Practicable Date, the grant of the Refreshed General Mandate shall ensure the Company having sufficient general mandate if so required. In this connection, we concur with the Director's view that the grant of the Refreshed General Mandate is fair and reasonable, and in the interest of the Company and its Shareholders as a whole as it offers the Group the financial flexibility for both current and future funding needs, taking into account the financial position of the Group.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 3. Other financing alternatives

As advised by the Company, apart from equity financing, the Group will also consider other financing alternatives such as debt financing and bank borrowings before making any investment decisions. The Group will consider the cost and other terms of the funding before deciding the means of financing in order to maximize the benefit to the Shareholders. Furthermore, these debt financing alternatives will incur additional interest burden on the Group and may be subject to, including but not limited to, lengthy due diligence and negotiations with the banks as well as pledge of assets of the Group given the loss making position for FY2015 and 1H 2016. For 1H 2016, the finance costs of approximately HK\$128.2 million already, represented approximately 118.0% of the total revenue.

Further, the Group will consider other pre-emptive equity financing methods such as rights issue and open offer as compared with the equity financing under the Refreshed General Mandate which would require the Company to undergo a comparatively lengthy process. It is estimated to take up to approximately three to four months in order to (i) identify suitable underwriter(s) and to negotiate terms agreeable to the parties and (ii) prepare the requisite compliance and legal documentation, including but not limited to the underwriting agreement(s) and announcement(s).

Taking into account (i) the lengthy period involved in a rights issue or an open offer may result in the Company being subject to the adverse effects of the current volatile market, and therefore increase uncertainty in being able to raise the requisite amount of funds and (ii) the interest expressed by and the terms offered by any prospective underwriters in respect of right issue/open offer, we consider that rights issue or open offer may be more time consuming as compared to direct placement of shares and would incur substantial costs in form of legal costs and underwriting commission.

Apart from pre-emptive equity financing alternatives, the Company will also consider seeking the Shareholders' approval for a specific mandate to issue new Shares if appropriate. However, it is noted that a specific mandate requires relatively longer time to allot and issue new Shares as compared with utilising the general mandate and hence, may not be a suitable means of satisfying the financing need for prospective investment opportunity that requires timely commitment. The Directors advised us that they would exercise due and careful consideration when choosing the best method of financing for the Group.

In light of the above, we consider that the grant of the Refreshed General Mandate will provide the Company with an additional financing alternative to raise further capital for its business development if and when an opportunity arises and it is reasonable for the Company to have the flexibility in deciding the financing methods, among the various means of financing, including but not limited to equity financing either under the Refreshed General Mandate or a specific mandate, pre-emptive equity financing and debt financing, for its future business development and the efficient use of its funds. Therefore, we are of the view that the grant of the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

### 4. Potential dilution to Independent Shareholders' shareholdings

Set out below is a table showing the shareholding structures of the Company (i) as at the Latest Practicable Date and (ii) for illustrative purpose, upon full utilisation of the Refreshed General Mandate assuming that there will be no other change to the total number of Shares of the Company from the Latest Practicable Date up to the date of the EGM.

		As at the		Immediately upon full	
		Latest Practicable Date		utilisation of the Refreshed	
		<i>No. of</i>	<i>Approximate</i>	<i>No. of</i>	<i>Approximate</i>
		<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
China Water Affairs Group Limited, its concert parties and its associates	(1)	881,595,063	38.22	881,595,063	31.85
Asia Unite Limited and its concert parties	(2)	9,680,000	0.42	9,680,000	0.35
Ms. Wang Wenxia	(3)	1,231,440	0.05	1,231,440	0.04
Mr. Ren Qian	(3)	680,400	0.03	680,400	0.03
China Financial International Investments Limited and its concert parties	(4)	458,735,429	19.89	458,735,429	16.57
Maximum number of shares to be issued pursuant to the Refreshed General Mandate		N/A	N/A	461,318,972	16.67
Other public Shareholders		954,672,529	41.39	954,672,529	34.49
Total		<u>2,306,594,861</u>	<u>100</u>	<u>2,767,913,833</u>	<u>100</u>

*Notes:*

- (1) These Shares held by China Water Affairs Group Limited (“China Water Affairs”), Sharp Profit Investments Limited (“Sharp Profit”) and Good Outlook Investments Limited (“Good Outlook”) which are wholly owned subsidiaries of China Water Affairs, and Mr. Duan Chuan Liang who is a director and substantial shareholder of China Water Affairs. As at the Latest Practicable Date, Mr. Duan Chuan Liang personally holds 4,207,928 Shares, representing approximately 0.18% of the issued share capital of the Company. Therefore, China Water Affairs was deemed to be beneficially interested in the said Shares held by Sharp Profit and Good Outlook for the purposes of the Securities and Futures Ordinance (“SFO”).
- (2) Mr. Li Chao Bo is the sole beneficial owner of Asia Unite Limited which in turn owns 9,680,000 Shares of the Company. Mr. Li Chao Bo is a Director of the Company. Reference is made to the announcement of the Company dated 30 March 2016, Linkway Investment Holdings Limited, a company solely and beneficially owned by Mr. Li Chao Bo, as purchaser entered into a conditional sale and purchase agreement with China Water Affairs to acquire 592,932,500 Shares of the Company, representing approximately 29% of the issued share capital of the Company as at the date of this announcement. It is expected that the transfer will be completed on or after 30 January 2017, subject to the conditions of the agreement having been fulfilled. Details are also set out in the Company’s announcement dated 30 March 2016.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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- (3) Ms. Wang Wenxia and Mr. Ren Qian are Directors of the Company.
- (4) China Financial International Investments Limited is a company incorporated in the Cayman Islands and continued in Bermuda, the issued shares of which are listed on the main board of the Stock Exchange.
- (5) Assuming no new Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM.

As illustrated in the table above, assuming no Shares will be issued and/or repurchased by the Company from the Latest Practicable Date to the date of the EGM, 461,318,972 new Shares can be issued upon full utilisation of the Refreshed General Mandate, representing 20% of the issued share capital as at the date of EGM, and the aggregate shareholding of the existing public Shareholders will decrease from approximately 41.39% as at the Latest Practicable Date to approximately 34.49% upon full utilisation of the Refreshed General Mandate, representing a potential maximum decrease in shareholding of approximately 6.90%.

Taking into account that the grant of the Refreshed General Mandate (i) would allow the Company to raise capital by allotment and issuance of new Shares before the next annual general meeting which is about eight months away from the Latest Practicable Date; (ii) would provide more flexibility and options of financing to the Group for its current and future business development as well as for other potential future investments and/or acquisitions as and when such opportunities arise; (iii) the Possible Acquisition engaged by the Group and the timely funding need as a consequence; (iv) the above flexibility outweigh the dilution effect to the existing Shareholders as the Company is able to respond in a timely and effective manner to take advantages of any material investment opportunities for the benefit of the Company and its Shareholders as a whole; (v) the refreshment of Current General Mandate provides the Company an additional financing alternative other than debt financing, pre-emptive equity financing and equity financing under specific mandate; and (vi) the shareholding interests of all Shareholders in the Company will be diluted in proportion to their respective shareholdings upon any utilisation of the Refreshed General Mandate, we are of the opinion that the potential dilution to the shareholdings of the existing Shareholders as mentioned is justifiable.

In view of the above, we consider that the grant of the Refreshed General Mandate is in the interest of the Company and the Shareholders as a whole.

### RECOMMENDATIONS

Having taken into account the principal factors and reasons above, we are of the opinion that the grant of the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the grant of the Refreshed General Mandate.

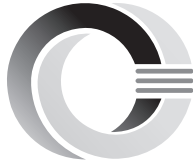
Yours faithfully,  
For and on behalf of  
**Alliance Capital Partners Limited**  
**Andric Yew**                      **Alyssa Ng**  
*Managing Director*              *Director*



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## NOTICE OF EGM

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# 中國城市基礎設施集團有限公司

## China City Infrastructure Group Limited

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2349)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of China City Infrastructure Group Limited (the “**Company**”) will be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 18 November 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company (the “**Shares**”) given to the Directors of the Company at the annual general meeting of the Company held on 3 June 2016 (the “**AGM**”) be and is hereby replaced by the mandate:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued Shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) 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:
  - (i) 20 per cent. of the number of issued Shares of the Company on the date of the passing of this resolution; and



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## NOTICE OF EGM

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- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders (the “**Shareholders**”) of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares of the Company on the date of the AGM, pursuant to the resolution passed at the AGM;

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

- (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 Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting;

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

By order of the Board  
**China City Infrastructure Group Limited**  
**Li Chao Bo**  
*Chairman*

Hong Kong, 3 November 2016

*Registered office*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Suite 6208, 62nd Floor  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the 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, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.