

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kong Shum Union Property Management (Holding) Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Kong Shum Union Property Management (Holding) Limited**  
**港深聯合物業管理(控股)有限公司**

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

**(Stock Code: 8181)**

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (“AGM”) to be held at Unit L, 1/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

*This circular will remain on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at [www.kongshum.com.hk](http://www.kongshum.com.hk).*

25 August 2016

## **CHARACTERISTICS OF GEM**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit L, 1/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m. for the purpose of considering and if thought fit, approving, inter alia, the resolutions set out in the Notice of AGM
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Close Associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Company”	Kong Shum Union Property Management (Holding) Limited (Stock Code: 8181), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time

## DEFINITIONS

“Notice of AGM”	the notice convening the AGM set out on pages 18 to 22 of this circular
“Option(s)”	the option(s) granted or to be granted under the Share Option Scheme or any other schemes of the Company to subscribe for Shares
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option Scheme”	the share option scheme of the Company adopted on 19 September 2013
“Share(s)”	the share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



**Kong Shum Union Property Management (Holding) Limited**  
**港深聯合物業管理(控股)有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8181)**

*Executive Directors:*

Mr. Eric Todd (*Chairman*)  
Mr. Ho Ying Choi  
Ms. Wu Yilin

*Non-executive Director:*

Mr. Wong Kui Shing, Danny

*Independent non-executive Directors:*

Mr. Tso Siu Lun, Alan  
Mr. Lam Kai Yeung  
Mr. Lo Chi Ho, Richard

*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:*

Unit 906, 9/F.  
Wings Building  
110-116 Queen's Road Central  
Hong Kong

25 August 2016

*To the Shareholders*

Dear Sirs or Madams,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to:

- (a) the granting of the General Mandate;
- (b) the granting of the Repurchase Mandate;

## LETTER FROM THE BOARD

- (c) the granting of the extension mandate to extend the General Mandate by an amount representing the total number of issued Shares repurchased by the Company under the Repurchase Mandate; and
- (d) the re-election of Directors.

### GENERAL MANDATE TO ISSUE SHARES

The Directors were granted a general mandate (the “**Existing General Mandate**”) to allot and issue Shares at the extraordinary general meeting of the Company held on 22 June 2016. Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted the General Mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue on the date of passing the relevant resolution.

### GENERAL MANDATE TO REPURCHASE SHARES

The Directors have been granted a general mandate to exercise the power of the Company to repurchase Shares pursuant to the ordinary resolution of the then Shareholders passed on 14 August 2015. As at the Latest Practicable Date, the existing repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted the Repurchase Mandate to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue on the date of passing the relevant resolution.

An explanatory statement giving the particulars required under the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the Appendix I to this circular.

The General Mandate and the Repurchase Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws to be held; or (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

The Company has in issue an aggregate of 495,151,515 Shares as at the Latest Practicable Date. On 18 August 2016 (after trading hours of the Stock Exchange), the Company and Kingston Securities Limited (the “**Placing Agent**”) entered into a placing agreement (the “**Placing Agreement**”), pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, of up to 99,000,000 new Shares, to not less than six places at a price of HK\$0.23 per Share under the Existing General Mandate (the “**Placing**”), details of which are set out in the announcement of the Company dated 18 August 2016. For the avoidance of doubt, the total number of Shares in issue as at the Latest Practicable Date did not include any Shares which may be allotted and issued pursuant to the Placing as contemplated under the Placing Agreement, conditions precedent to completion of which has yet to be fulfilled at the Latest Practicable Date. On the basis that no further Shares will be issued or repurchased by the Company prior to the AGM and subject to the passing of

## **LETTER FROM THE BOARD**

the proposed resolutions for the approval of the General Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with 99,030,303 new Shares and to repurchase a maximum of 49,515,151 Shares respectively.

### **GENERAL EXTENSION MANDATE**

In addition, if the Repurchase Mandate and the General Mandate are granted, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the General Mandate to allot and issue Shares by an amount of shares representing the total number of issued Shares purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate.

### **RE-ELECTION OF THE DIRECTORS**

Pursuant to Article 83(3), the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 84(1), at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to Article 84(2), a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Article 83(3), Mr. Eric Todd, Ms. Wu Yilin, Mr. Wong Kui Shing, Danny, Mr. Lam Kai Yeung and Mr. Lo Chi Ho, Richard will retire from office at the AGM, whereas in accordance with Articles 84(1) and 84(2), Mr. Tso Siu Lun, Alan will retire from office by rotation at the AGM. Being eligible, they will offer themselves for re-election as executive/non-executive/independent non-executive Director (as the case may be) at the AGM.

Particulars of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.



## LETTER FROM THE BOARD

### AGM

The notice convening the AGM to be held at Unit L, 1/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong, on Wednesday, 28 September 2016 at 11:00 a.m. is set out on pages 18 to 22 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, *inter alia*, the resolutions set out in the Notice of AGM.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

### VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

As at the date hereof, the Board comprises Mr. Eric Todd, Mr. Ho Ying Choi and Ms. Wu Yilin as executive Directors, Mr. Wong Kui Shing, Danny as non-executive Director and Mr. Tso Siu Lun, Alan, Mr. Lam Kai Yeung and Mr. Lo Chi Ho, Richard as independent non-executive Directors.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors believe that the General Mandate, the Repurchase Mandate, the extension of the General Mandate and the re-election of retiring Directors are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Kong Shum Union Property Management (Holding) Limited**  
**Eric Todd**  
*Chairman*

*This serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate.*

## 1. SOURCE OF FUNDS

The Company is empowered by the Memorandum and Articles to repurchase its Shares. In accordance with the applicable laws of the Cayman Islands and the Memorandum and Articles, Shares may only be repurchased out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase or, subject to a statutory test of solvency, out of capital.

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of the Cayman Islands and the Memorandum and Articles.

The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, subject to the statutory test of solvency, out of capital. Under the applicable laws of the Cayman Islands, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

## 2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 495,151,515 fully paid Shares. On 18 August 2016 (after trading hours of the Stock Exchange), the Company and Kingston Securities Limited (the "**Placing Agent**") entered into a placing agreement (the "**Placing Agreement**"), pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, of up to 99,000,000 new Shares, to not less than six places at a price of HK\$0.23 per Share under the existing general mandate to allot and issue Shares granted to the Directors at the extraordinary general meeting of the Company held on 22 June 2016 (the "**Placing**"), details of which are set out in the announcement of the Company dated 18 August 2016. For the avoidance of doubt, the total number of Shares in issue as at the Latest Practicable Date did not include any Shares which may be allotted and issued pursuant to the Placing as contemplated under the Placing Agreement, conditions precedent to completion of which has yet to be fulfilled at the Latest Practicable Date. Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 495,151,515 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 49,515,151 Shares being repurchased by the Company.

As at the Latest Practicable Date, the Company had 20,000,000 outstanding Options. Save as disclosed above, the Company did not have any other share options, warrants and convertible securities to subscribe for the shares.

**3. REASONS FOR REPURCHASE AND IMPACT OF REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per Share.

As compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 March 2016, the Directors consider that there could be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed purchases period. However, no repurchases would be made in circumstances that would have a material adverse impact on the working capital or the gearing ratio of the Company.

**4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their Close Associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders at the AGM, to sell their Shares to the Company under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company nor has he/she/it undertaken not to sell any of his/her/its Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of the Shares.

**5. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT**

A repurchase of Shares by the Company pursuant to the Repurchase Mandate may result in an increase in the proportionate interests of substantial shareholders of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, no Shareholder was interested in more than 5% of the issued Shares. So far as the Directors were aware, the Repurchase Mandate, if granted and exercised in full, would not give rise to any obligation on any existing Shareholder to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

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

**6. SHARE PRICES**

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

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
August	1.100	0.560
September	0.720	0.248
October	0.455	0.375
November	0.380	0.255
December	0.285	0.169
<b>2016</b>		
January	0.181	0.124
February	0.345	0.115
March	0.300	0.217
April	0.315	0.221
May	0.270	0.241
June	0.400	0.250
July	0.310	0.255
August (up to and including the Latest Practicable Date)	0.300	0.260

**7. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchase of Shares had been made by the Company during the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**8. UNDERTAKING**

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

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

**MR. ERIC TODD (“Mr. Todd”)**

Mr. Todd, aged 54, joined the Company as chief operating officer in June 2016 and ceased to serve as the same position upon his appointment as the Chairman of the Board and an executive Director with effect from 1 August 2016. He possesses extensive professional experience in auditing, financial management and investment. Mr. Todd holds a Bachelor of Science degree in business administration from Boston University in the United States. He was a certified public accountant in the State of California, the United States from September 1989 to January 2010. Mr. Todd started his career with the Hong Kong office of KPMG (formerly known as KPMG Peat Marwick) and subsequently joined the Standard Chartered Bank Group. Prior to joining the Company, he had been a business consultant and also served as finance director for several companies engaged in the media industry.

Mr. Todd has been appointed as a non-executive director of Leyou Technologies Holdings Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), Stock Code: 1089) since July 2015 and an independent non-executive director of Ngai Shun Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 1246) since July 2016.

Mr. Todd has entered into a service contract with the Company for an initial term of three years with effect from 1 August 2016 which is renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the Appointment, unless terminated by either party giving not less than two months’ notice in writing to the other party. Mr. Todd is entitled to a Director’s fee of HK\$50,000 per month pursuant to the service contract which is determined by arm’s length negotiation between Mr. Todd and the Company with reference to his duties, responsibilities and the prevailing market conditions and is subject to review by the Remuneration Committee of the Company. The Appointment is also subject to retirement by rotation and re-election at the next following general meeting of the Company in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Todd does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Todd does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Todd that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**MS. WU YILIN (“Ms. Wu”)**

Ms. Wu, aged 39, is an executive Director. She was appointed as a Director on 19 October 2015. She is also the finance director of Kong Shum Union Property Management Company Limited, a wholly-owned subsidiary of the Company.

She obtained a certificate of financial accounting from Fujian Supplies School\* (福建省物資學校) in July 1996. She has over 15 years of experience in financial management.

Ms. Wu has been the financial controller of Baoyuan Creation Company Limited\* (寶源創建有限公司) since March 2006. Prior to that, she was finance manager of Prestige Plaza Development Company Limited from February 1999 to March 2006.

Ms. Wu has entered into a letter of appointment with the Company for a fixed term of three years with effect from 19 October 2015, unless terminated by either party giving not less than two months’ notice in writing to the other party. The remuneration of Ms. Wu was HK\$135,484 for the year ended 31 March 2016 which was determined with reference to her relevant experience, qualifications, duties and responsibilities in the Company and the prevailing market conditions. and is subject to review by the Remuneration Committee of the Company. Her appointment is also subject to retirement by rotation and/or re-election at the next following general meeting of the Company according to the articles of association of the Company.

As at the Latest Practicable Date, Ms. Wu does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wu does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

Save as disclosed above, there are no other matters in relation to the re-election of Ms. Wu that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**MR. WONG KUI SHING, DANNY (“Mr. Wong”)**

Mr. Wong, aged 57, is a non-executive Director. He was appointed as a Director on 19 October 2015.

Mr. Wong holds a Bachelor of Arts degree from the University of Hong Kong. He has extensive exposure in the financial and investment fields for over 20 years and is well experienced in the international investment market.

Mr. Wong has been appointed as non-executive director of HL Technology Group Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 1087) since September 2015. He has also been appointed as an executive director and an executive committee member of Ceneric (Holdings) Limited (a company listed on the Main Board of the Stock Exchange, stock code: 542) since August 2015. He has also been an executive director of China Information Technology Development Limited (“China Information”) (a company listed on the GEM, stock code: 8178) since March 2015 and appointed as the chairman and the chief executive officer of China Information since July and October 2015 respectively.

Mr. Wong was an executive director and managing director of See Corporation Limited (a company listed on the Main Board of the Stock Exchange, stock code: 491) from December 2009 to January 2015. In addition, Mr. Wong was an executive director of SMI Holdings Group Limited (formerly known as SMI Corporation Limited) (stock code: 198) from November 2011 to June 2014 and China Oil and Gas Group Limited (“**China Oil and Gas Group**”) (stock code: 603) from September 2004 to August 2006, both companies are listed on the Main Board of the Stock Exchange.

Pursuant to the listing enforcement notice/announcement of the Stock Exchange dated 16 October 2008, Mr. Wong, together with another former director of China Oil and Gas Group, had admitted breaching the directors’ declaration, undertaking and acknowledgement with regard to directors given by each of them to the Stock Exchange in the form set out in Appendix 5B to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) in failing to use their best endeavors to procure China Oil and Gas Group’s compliance with the Listing Rules in relation to the failure of China Oil and Gas Group to publish its annual results and annual report for the year ended 31 July 2005 by 30 November 2005 and the interim results and interim report for the six months ended 31 January 2006 by 30 April 2006. Accordingly, the Listing Committee of the Stock Exchange publicly criticized Mr. Wong and another former director of China Oil and Gas Group for their respective breaches mentioned above.

Mr. Wong has entered into a letter of appointment with the Company for a fixed term of three years with effect from 19 October 2015, unless terminated by either party giving not less than two months’ notice in writing to the other party. Mr. Wong is entitled to a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Mr. Wong and the Company with reference to his duties, responsibilities and the prevailing market conditions and is subject to review by the Remuneration Committee of the Company. His appointment is also subject to retirement by rotation and/or re-election at the next following general meeting of the Company according to the articles of association of the Company.



As at the Latest Practicable Date, Mr. Wong does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Wong that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

#### **MR. TSO SIU LUN, ALAN (“Mr. Tso”)**

Mr. Tso, aged 31, was appointed as an independent non-executive Director on 6 February 2015. He is also the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company.

Mr. Tso graduated from the Cambridge University with a bachelor’s and a master’s degrees in Land Economy, majoring in real estate finance and property law. Mr. Tso is the co-founder of Foresea Capital Group Limited (“FCG”) and China Mini Storage Limited (“CMS”). Prior to establishing FCG and CMS, based in Beijing, Mr. Tso worked as an investment director at Everbright Ashmore China Real Estate Fund, a joint venture offshore real estate fund sponsored by China Everbright Limited (stock code: 165) and Ashmore Group PLC (London Stock Exchange stock code: ASHM). Previously, based in Hong Kong, Mr. Tso also worked at Merrill Lynch’s Global Commercial Real Estate team where he was principally involved in the firm’s principal investing activities in Asian real estate. He also worked at the HSBC’s Global Capital Markets — ABS & Structured Bonds team where he was principally involved in the bank’s securitisation business. As for public services, Mr. Tso has been invited to become the 10th session member of the Beijing Youth Federation (HKSAR), the 3rd session member of the Beijing Overseas Friendship Association (HKSAR) and the Beijing Group Convener of China Real Estate Chamber of Commerce (CRECC) Hong Kong Chapter. Also, he has been appointed to become a part-time lecturer for the Asia Pacific Commercial Real Estate Academy (APCREA), an educational institution sponsored by the CRECC’s China Commercial Real Estate Commission.

Mr. Tso has entered into a letter of appointment with the Company for a fixed term of three years with effect from 6 February 2015, unless terminated by either party giving not less than two months’ notice in writing to the other party. Mr. Tso is entitled to a director fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Mr. Tso and the Company with reference to his duties, responsibilities and the prevailing market conditions and is subject to review by the Remuneration Committee of the Company. His appointment is also subject to retirement by rotation and/or re-election at the next following general meeting of the Company according to the articles of association of the Company.

As at the Latest Practicable Date, Mr. Tso does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tso does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, nor has he held any other position with the Company and other members of the Group or possess any other major professional qualifications.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Tso that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

#### **MR. LAM KAI YEUNG (“Mr. Lam”)**

Mr. Lam, aged 46, is an independent non-executive Director. He was appointed as a Director on 19 October 2015. He is also the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company.

Mr. Lam is a fellow of the Association of Chartered Certified Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Lam obtained a bachelor degree in accounting from the Xiamen University in July 1990 and a master degree in business administration from the Oxford Brookes University in the United Kingdom in July 2010.

Mr. Lam was the company secretary and qualified accountant of Hunan Nonferrous Metals Corporation Limited, a company which was listed on the Main Board of the Stock Exchange with its then stock code of 2626 and had delisted from the Stock Exchange in March 2015, from July 2006 to August 2013. Mr. Lam was an independent non-executive director of Northeast Tiger Pharmaceutical Company Limited (a company listed on the GEM, stock code: 8197) from August 2008 to June 2015 and a non-executive director of Ping Shan Tea Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 364) from December 2014 to May 2015. Mr. Lam has been an independent non-executive director of Silverman Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1616) since June 2012; an independent non-executive director of Highlight China IoT International Limited (formerly known as Ford Glory Group Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 1682) since August 2014; an independent non-executive director of Sunway International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 58) since May 2015; an independent non-executive director of Finsoft Financial Investment Holdings Limited (a company listed on GEM, stock code: 8018) since June 2015; and an independent non-executive director of Holly Futures (a company listed on the Main Board of the Stock Exchange, stock code: 3678) since June 2015.

Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

Mr. Lam has entered into a letter of appointment with the Company for a fixed term of three years with effect from 19 October 2015, unless terminated by either party giving not less than two months' notice in writing to the other party. Mr. Lam is entitled to a director's fee of HK\$120,000 per annum which is determined by arm's length negotiation between Mr. Lam and the Company with reference to his duties, responsibilities and the prevailing market conditions and is subject to review by the Remuneration Committee of the Company. His appointment is also subject to retirement by rotation and/or re-election at the next following general meeting of the Company according to the articles of association of the Company.

As at the Latest Practicable Date, Mr. Lam does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lam does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lam that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

#### **MR. LO CHI HO, RICHARD (“Mr. Lo”)**

Mr. Lo, aged 48, is an independent non-executive Director. He was appointed as a Director on 17 December 2015. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company.

Mr. Lo has over 25 years of experience in the investment and real estate industry. He is currently the chief executive officer of Fulldiamond Limited, an investment and consulting company specializing in real estate, finance, securities, project and fundraising.

Mr. Lo is the vice president cum chairman of commercial liaison of The Hong Kong Real Property Federation. He is also a committee member of Chinese People's Political Consultative Conference — Jiangxi.

Mr. Lo obtained his Bachelor of Arts degree in Economics from the University of California, Los Angeles in the United States, Master of Business Administration (Investment and Finance) degree from Hull University in the UK and an executive program certificate from Stanford University in the United States.

Mr. Lo has entered into a letter of appointment with the Company for a fixed term of three years with effect from 17 December 2015, unless terminated by either party giving not less than two months' notice in writing to the other party. Mr. Lo is entitled to a Director's fee of HK\$120,000 per annum which is determined by arm's length negotiation between Mr. Lo and the Company with reference to his duties, responsibilities and the prevailing market

conditions and is subject to review by the Remuneration Committee of the Company. His appointment is also subject to retirement by rotation and/or re-election at the next following general meeting of the Company according to the articles of association of the Company.

As at the Latest Practicable Date, Mr. Lo does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lo does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lo that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

## NOTICE OF AGM



**Kong Shum Union Property Management (Holding) Limited**  
**港深聯合物業管理(控股)有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8181)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Kong Shum Union Property Management (Holding) Limited (the “**Company**”) will be held at Unit L, 1/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m., Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of directors of the Company (the “**Directors**” and each a “**Director**”) and the independent auditor of the Company for the year ended 31 March 2016.
2.
  - (a) To re-elect Mr. Eric Todd as an executive Director;
  - (b) to re-elect Ms. Wu Yilin as an executive Director;
  - (c) to re-elect Mr. Wong Kui Shing, Danny as a non-executive Director;
  - (d) to re-elect Mr. Tso Siu Lun, Alan as an independent non-executive Director;
  - (e) to re-elect Mr. Lam Kai Yeung as an independent non-executive Director;
  - (f) to re-elect Mr. Lo Chi Ho, Richard as an independent non-executive Director;  
and
  - (g) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint World Link CPA Limited as the auditor of the Company and authorise the Board to fix the auditor’s remuneration.

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### 4. “THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new shares, in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**GEM Listing Rules**”) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights attaching to any warrants which may be issued by the Company; (iii) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time; shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 of association of the Company, or any applicable laws to be held; and

## NOTICE OF AGM

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holding of such 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 legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from 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 of association of the Company, or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.”

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6. “**THAT** conditional upon resolutions 4 and 5 above being passed (with or without amendments), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in resolution 4 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under resolution 5 above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.”

By order of the Board  
**Kong Shum Union Property Management (Holding) Limited**  
**Eric Todd**  
*Chairman*

Hong Kong, 25 August 2016

*Notes:*

1. A member of the Company entitled to attend and vote at the annual general meeting may appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the annual general meeting and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the annual general meeting is enclosed. In order to be valid, the form of proxy together with the 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 Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 48 hours before the time for holding the annual general meeting or any adjournment thereof.
4. To ascertain the shareholders' entitlement to attend and vote at the meeting, the Register of Members will be closed from Monday, 26 September 2016 to Wednesday, 28 September 2016, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrars, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 23 September 2016.
5. As at the date of this notice, the executive Directors are Mr. Eric Todd, Mr. Ho Ying Choi and Ms. Wu Yilin; the non-executive Director is Mr. Wong Kui Shing, Danny; and the independent non-executive Directors are Mr. Tso Siu Lun, Alan, Mr. Lam Kai Yeung and Mr. Lo Chi Ho, Richard.



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6. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company and information of the retiring Directors who are proposed to be re-elected at the AGM, will be dispatched to the shareholders of the Company.
7. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.kongshum.com.hk](http://www.kongshum.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.