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

If you have sold or transferred all your shares in Jimei International Entertainment Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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Jimei 集美 지메이

JIMEI INTERNATIONAL ENTERTAINMENT GROUP LIMITED

集美國際娛樂集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

**PROPOSED GENERAL MANDATE TO ISSUE AND
REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the AGM of the Company to be held at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong, on Tuesday, 23 June 2015 at 2:30 p.m. at which the above proposals will be considered is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the AGM, please complete and return the relevant form of proxy as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting to the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM and at any adjournment thereof if you so wish.

22 May 2015

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2014 to be held on 23 June 2015
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2014
“associates”	having the meaning as ascribed in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday and days on which a tropical cyclone warning no.8 or above or black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
“Bye-laws”	the bye-laws of the Company
“Code”	the Code on Corporate Governance Practices, appendix 14 to the Listing Rules
“Company”	Jimei International Entertainment Group Limited, a company incorporated in Bermuda with limited liability and its Shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	19 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to repurchase Shares in the manner as set out in the notice of the Annual General Meeting and in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of issued Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with the Shares in the manner as set out in the notice of the Annual General Meeting and in this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



Jimei 集美 지메이

JIMEI INTERNATIONAL ENTERTAINMENT GROUP LIMITED
集美國際娛樂集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

Executive Directors:

Dr. Lam Yin Lok
Mr. Wong Kwok Leung Kennis
Mr. Wah Teik Hwai
Mr. Ng Kuen Hon
Mr. Hung Ching Fung
Mr. Chau Chit

Principal place of business

in Hong Kong:
Unit No. 3908-11, 39th Floor,
COSCO TOWER,
No. 183 Queen's Road Central
and No. 33 Wing Lok Street,
Hong Kong

Independent Non-executive Directors:

Mr. Daniel Domingos Ant3nio
Mr. Kwok Chi Chung
Mr. Chow Wing Tung

22 May 2015

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE TO ISSUE AND
REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for the proposed (i) granting of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate; and (ii) re-election of the Directors who are due to retire. This circular contains the explanatory statement in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

B. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate.

An ordinary resolution will also be proposed at the Annual General Meeting to grant the Directors the Share Issue Mandate to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution approving the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 493,564,800 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 98,712,960 Shares.

If the Repurchase Mandate and the Share Issue Mandate to be granted are approved at the Annual General Meeting, an ordinary resolution will be proposed at the Annual General Meeting to authorise that any Shares repurchased under the Repurchase Mandate will be added to the total number of new Shares which may be allotted and issued under the Share Issue Mandate.

The Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate will, if granted, remain in effect until 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 any applicable law or the Bye-laws to be held; or (iii) the date on which the authority given to the Directors by the resolution concerned is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

C. EXPLANATORY STATEMENT

An explanatory statement as required by the Listing Rules to provide all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

LETTER FROM THE BOARD

D. PROPOSED RE-ELECTION OF DIRECTORS

(1) References are made to the announcement of the Company dated 3 February 2015 in respect of, among other matters, the appointment of each of Mr. Wong Kwok Leung Kennis and Mr. Wah Teik Hwai as executive Director, and the announcement of the Company dated 31 March 2015 in respect of, among other matters, the appointment of Mr. Ng Kuen Hon as executive Director.

The respective appointments of Mr. Wong Kwok Leung Kennis, Mr. Wah Teik Hwai and Mr. Ng Kuen Hon were made by the Board after the Board had been authorised by shareholders of the Company to appoint any person as a Director as an addition to the existing Board and the maximum number of Director of the Company had been fixed at 20 at the special general meeting of the Company held on 18 December 2014, and pursuant to Bye-law 86(2) which provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the shareholders in the general meeting, and any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Bye-law 86(2), each of Mr. Wong Kwok Leung Kennis, Mr. Wah Teik Hwai and Mr. Ng Kuen Hon will hold office until the forthcoming Annual General Meeting. Each of Mr. Wong Kwok Leung Kennis, Mr. Wah Teik Hwai and Mr. Ng Kuen Hon, being eligible, offers himself for re-election.

(2) In accordance with Bye-law 86(2), 87(1) and 87(2) of the Bye-laws, Mr. Chau Chit, Mr. Hung Ching Fung and Mr. Chow Wing Tung will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Set out below are the biographical details of Mr. Wong Kwok Leung Kennis, Mr. Wah Teik Hwai, Mr. Ng Kuen Hon, Mr. Chau Chit, Mr. Hung Ching Fung and Mr. Chow Wing Tung.

(A) Mr. Wong Kwok Leung Kennis, an executive Director and Chief Executive Officer

Mr. Wong Kwok Leung Kennis, (“Mr. Wong”), aged 45, has been an Executive Director and Chief Executive Officer of the Company since February 2015. Mr. Wong has over 10 years’ experience in the gaming industry including casino operations, marketing and customer relation. Before joining the Group, Mr. Wong was the assistant general manager (casino) of the Emperor Palace Casino in Macau from February 2010 to February 2012, responsible for the casino’s daily operations. He had also held the following positions in Jimei S International Company Limited: vice president from June 2012 to September 2012, senior vice president from October 2012 to May 2013 and further promoted as the chief executive officer from June 2013 to January 2015.

LETTER FROM THE BOARD

Mr. Wong graduated from the West Coast Institute of Management & Technology Australia with a Master's Degree in Business Administration in 2010. He has also been approved as a Certified Professional Manager by The Society of Business Practitioners Manchester, England in 2012.

Save as disclosed above, Mr. Wong has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Wong does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong has entered into a letter of appointment with the Company for a term of 3 years which will be automatically renewed for a further term of 1 year, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Wong is entitled to an annual remuneration of HK\$1,200,000, which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position, and a discretionary bonus payment in such amount and payable at such time as shall be determined by the Board in its absolute discretion.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Wong.

LETTER FROM THE BOARD

(B) Mr. Wah Teik Hwai, an executive Director and Chief Financial Officer

Mr. Wah Teik Hwai (“Mr. Wah”), aged 52, has been an Executive Director and Chief Financial Officer of the Company since February 2015. Mr. Wah has over 20 years’ experience in accounting and finance and over 7 years’ experience in financial controls, procedural and internal controls on gaming and non-gaming operations in Macau. He had served in the Venetian Macau Limited from March 2007 to January 2015 and his last position was the executive director of finance, responsible for the management of cage team, gaming audits, anti-money laundry audits of the casinos in The Venetian Macao and The Plaza Macao, and compliance of gaming operating procedures with relevant rules and regulations.

Mr. Wah completed an Executive Master in business administration studies, a joint program by Shanghai Jiaotong University and Executive Programs Rotman School of Management of University of Toronto in 2006. Mr. Wah is a Fellow member of The Association of Chartered Certified Accountants, an Associate member of each of Hong Kong Institute of Certified Public Accountants and Chartered Institute of Management Accountants.

Save as disclosed above, Mr. Wah has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Wah does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Wah has entered into a letter of appointment with the Company for a term of 3 years which will be automatically renewed for a further term of 1 year, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Wah is entitled to an annual remuneration of HK\$1,200,000, which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position, and a discretionary bonus payment in such amount and payable at such time as shall be determined by the Board in its absolute discretion.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Wah.

LETTER FROM THE BOARD

(C) Mr. Ng Kuen Hon, an executive Director

Mr. Ng Kuen Hon (“Mr. Ng”), aged 56, has been an Executive Director of the Company since April 2015. Mr. Ng has over 22 years’ experience in the gaming and hospitality business including casino and hotel operations, management and strategic planning. Prior to joining the Group, Mr. Ng worked as the manager of Jimei International Limited from 1998 to 2000, which is directly wholly owned by Dr. Lam, the executive Director and Chairman of the Company, and was in charge of all casino junket operations at Grand Boulevard Hotel (formerly known as Silahis Hotel) in the Philippines. Mr. Ng then joined Fort Ilocandia Land Development Co., Ltd (a company indirectly owned by Dr. Lam) in 2000 as the assistant chief executive officer up to 2005, and subsequently served as the Philippine Resident Agent from 2005 to 2015, responsible for overseeing the operations of the Fort Ilocandia Hotel and Casino in Laoag City, Ilocos Norte, the Philippines. From 2005 to 2008, Mr. Ng was also the chief operation officer of Clark Resort Travel and Amusement Corporation, which is indirectly owned by Dr. Lam as to approximately 99.95%, and was primarily in charge of all casino operations of the Fontana Casino located at the Fontana Hot Spring Leisure Parks & Casino at the Clark Freeport Zone, where he was promoted as the managing director from 2008 to 2015.

Save as disclosed above, Mr. Ng has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Ng does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Ng has entered into a letter of appointment with the Company for a term of 3 years, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Ng is entitled to an annual director’s fee of HK\$1,200,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities and the market rate for the position, and a discretionary bonus payment in such amount and payable at such time shall be determined by the Board in its absolute discretion.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Ng.

LETTER FROM THE BOARD

(D) Mr. Chau Chit, an executive Director

Mr. Chau Chit (“Mr. Chau”), aged 49, has been an Executive Director of the Company since 22 July 2013. Mr. Chau graduated from Zhejiang University and holds an executive master’s degree in business administration (EMBA). Mr. Chau has extensive experience in operations management. Mr. Chau was appointed as an executive director and the chief executive officer of Sino Stride Technology (Holdings) Ltd (Stock Code: 8177).

Mr. Chau was appointed an executive director, the managing director, the chairman of the executive committee and a member of the investment committee of Shougang Concord Technology Holdings Limited (Stock Code: 521) in June 2006. Mr. Chau resigned his positions at Shougang Concord Technology Holdings Limited with effect from 24 October 2013.

Save as disclosed above, Mr. Chau has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Chau does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Chau had a beneficial interests of 49,693,600 Shares.

Mr. Chau has entered into a letter of appointment with the Company commencing on 22 July 2013, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Chau is entitled to a monthly director’s fee of HK\$250,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Chau.

LETTER FROM THE BOARD

(E) Mr. Hung Ching Fung, an executive Director

Mr. Hung Ching Fung (“Mr. Hung”), aged 30, has been an Executive Director of the Company since September 2014. Mr Hung obtained a Bachelor Degree in Commerce from Macquarie University in Australia in 2007. Mr. Hung worked as an auditor in Deloitte Touche Tohmatsu and Grant Thornton from 2007 to 2010. Mr. Hung is a full member of CPA Australia. Mr. Hung has been the Financial Controller of Jimei Group since 2010 and has been an executive director of China Bio Cassava Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 8129), since August 2013. Mr. Hung is also the nephew-in-law of Dr. Lam.

Save as disclosed above, Mr. Hung has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Hung does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Hung had a beneficial interests of 6,500,000 Shares.

Mr. Hung has entered into a letter of appointment with the Company for a term of 3 years and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Hung is entitled to an annual remuneration of HK\$960,000, which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Hung.

LETTER FROM THE BOARD

(F) Mr. Chow Wing Tung, an independent non-executive Director

Mr. Chow Wing Tung (“Mr. Chow”), aged 40, has been an Independent Non-executive Director of the Company since November 2014. Mr. Chow graduated from the University of Toronto with a Bachelor’s degree in Commerce in 1997. Mr Chow is the financial controller of Synear Food Holdings Limited (“Synear”) since April 2005. Synear and its subsidiaries engage in the manufacture and sales of quick freeze food products in the PRC and whose shares were listed on the Main Board of Singapore Exchange Securities Trading Limited and has voluntarily delisted since December 2013. Mr. Chow worked as an auditor in Deloitte Touche Tohmatsu from January 1998 to December 2003. From January 2004 to January 2005, Mr. Chow was the financial controller of China Paper Holdings Limited, a company engaged in the manufacture and sales of paper and paper chemical products in the PRC and whose shares are listed on the Main Board of Singapore Exchange. Mr. Chow has been an independent non-executive director of China Bio Cassava Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 8129), since June 2013. Mr. Chow is a member of the American Institute of Certified Public Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Chow has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Chow does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Chow has entered into a letter of appointment with the Company for a term of 3 years, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Chow is entitled to an annual director’s fee of HK\$240,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his duties and responsibilities and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Chow.

LETTER FROM THE BOARD

E. GENERAL INFORMATION

The notice for the Annual General Meeting is set out on pages 17 to 21 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting. The return of the proxy form will not preclude you from attending and voting in person if you so wish.

F. VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the ordinary resolutions proposed at the Annual General Meeting will also be taken by poll. A poll results announcement will be made by the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

G. RECOMMENDATIONS

The Directors consider that the granting of the general mandates and the re-election of Directors, are in the interest of the Company. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

H. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the board of Directors

Jimei International Entertainment Group Limited

Lam Yin Lok

Chairman

This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide requisite information of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares subject to certain restrictions, the more important of which are summarised below:

(a) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the relevant resolutions granting the Repurchase Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 493,564,800 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the Annual General Meeting, would accordingly result in up to 49,356,480 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

(b) Reasons for repurchase

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. As compared with the financial position of the Company as at 31 December 2014 (being the date of its latest audited accounts), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent that would have a material adverse impact on the working capital or gearing ratio of the Company.

(c) Funding of repurchases

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the Bye-laws of the Company and the applicable laws of Bermuda.

(d) Directors, their associates and connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

At the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

(e) Undertaking of the Directors

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

(f) Effect of the Takeovers Code

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 26 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares in issue:

Name of shareholder	Number of ordinary shares held	Approximate percentage of the shareholding as at the Latest Practicable Date <i>(note 1)</i>	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Reach Luck International Limited ("Reach Luck") <i>(note 2)</i>	454,023,200 (L)	91.99%	102.21%
Lam Yin Lok <i>(note 2)</i>	454,023,200 (L)	91.99%	102.21%
Mega Start Limited ("Mega Start") <i>(note 3)</i>	49,693,600 (L)	10.07%	11.19%
Chau Chit <i>(note 3)</i>	49,693,600 (L)	10.07%	11.19%

Notes:

(L) All the shares are long positions.

- The percentages are calculated based on the total number of issued shares of the Company of 493,564,800 shares as at the Latest Practicable Date.
- The entire issued share capital of Reach Luck is wholly and beneficially owned by Dr. Lam Yin Lok. By virtue of the Securities and Futures Ordinance, Dr. Lam Yin Lok is deemed to be interested in the 454,023,200 shares of the Company.
- The entire issued share capital of Mega Start is wholly and beneficially owned by Mr. Chau Chit. By virtue of the Securities and Futures Ordinance, Mr. Chau Chit is deemed to be interested in the 49,693,600 shares of the Company.

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of a repurchasing company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate would have under the Takeover Code.

2. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

3. SHARE PRICES

During each of the previous 12 months, the highest and lowest traded prices (prices before October 2014 were adjusted to reflect share consolidation in September 2014) for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	3.8	2.7
May	3.95	3.15
June	5.3	3.35
July	11.45	5.05
August	15.35	9.7
September	15.8	10.5
October	15.18	10.7
November	15	12.42
December	13.46	12.06
2015		
January	13.4	11.8
February	13	12
March	12.22	7.8
April	11.48	7.45
May (up to the Latest Practicable Date)	12	7.21

NOTICE OF ANNUAL GENERAL MEETING



Jimei 集美 지메이

JIMEI INTERNATIONAL ENTERTAINMENT GROUP LIMITED
集美國際娛樂集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Jimei International Entertainment Group Limited (the “Company”) for the financial year ended 31 December 2014 will be held at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong, on Tuesday, 23 June 2015 at 2:30 p.m., to transact the following businesses:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2014;
2.
 - A. to re-elect Mr. Wong Kwok Leung Kennis as an Executive Director;
 - B. to re-elect Mr. Wah Teik Hwai as an Executive Director;
 - C. to re-elect Mr. Ng Kuen Hon as an Executive Director;
 - D. to re-elect Mr. Chau Chit as an Executive Director;
 - E. to re-elect Mr. Hung Ching Fung as an Executive Director;
 - F. to re-elect Mr. Chow Wing Tung as an Independent Non-executive Director;
 - G. to authorise the board of Directors to fix the remunerations of the Directors;

NOTICE OF ANNUAL GENERAL MEETING

3. to re-appoint BDO Limited as the auditor of the Company and authorise the board of Directors to fix its remuneration;
4. to consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 bye-laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

B. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable rules, laws and requirements, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) 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 bye-laws of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolutions 4A and 4B as set out above being passed, the authority of the directors of the Company pursuant to resolution 4A be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted pursuant to resolution 4B.”.

By Order of the Board

Jimei International Entertainment Group Limited

Lam Yin Lok

Chairman

Hong Kong, 22 May 2015

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:

Unit No. 3908-11, 39th Floor
COSCO TOWER
No. 183 Queen's Road Central and
No. 33 Wing Lok Street
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.