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

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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**

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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 Friday, 20 May 2016 at 2:30 p.m. at which the above proposals will be considered is set out on pages 16 to 20 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.

18 April 2016

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## DEFINITIONS

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*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 2015 to be held on 20 May 2016
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2015
“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

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## DEFINITIONS

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“Latest Practicable Date”	12 April 2016, 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

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Dr. Lam Yin Lok  
Mr. Tsui Kin Ming  
Mr. Ng Kuen Hon  
Mr. Hung Ching Fung  
Mr. Chau Chit

*Principal place of business*

*in Hong Kong:*  
Unit No. 3910-11, 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 António  
Mr. Kwok Chi Chung  
Mr. Chow Wing Tung

18 April 2016

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.

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## LETTER FROM THE BOARD

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### **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.

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## LETTER FROM THE BOARD

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### D. PROPOSED RE-ELECTION OF DIRECTORS

(1) Reference is made to the announcement of the Company dated 15 January 2016 in respect of the appointment of Mr. Tsui Kin Ming as executive Director.

The appointment of Mr. Tsui Kin Ming was made by the Board 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), Mr. Tsui Kin Ming will hold office until the forthcoming Annual General Meeting. Mr. Tsui Kin Ming, being eligible, offers himself for re-election.

(2) In accordance with Bye-law 86(2), 87(1) and 87(2) of the Bye-laws, Dr. Lam Yin Lok, Mr. Daniel Domingos António, and Mr. Kwok Chi Chung will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Set out below are the biographical details of Dr. Lam Yin Lok, Mr. Tsui Kin Ming, Mr. Daniel Domingos António, and Mr. Kwok Chi Chung.

#### (A) Dr. Lam Yin Lok, an executive Director and Chairman

Dr. Lam Yin Lok (“Dr. Lam”), aged 55, has been appointed Executive Director of the Company on 3 November 2014. Dr. Lam has over 30 years of experience in the gaming industry including casino operations and gaming promotion business in Macau (“Macau”) Special Administration Region of the People’s Republic of China (“PRC”), the Philippines and Australia. Dr. Lam also has engaged in other businesses and has investments in real estate development, hotel and resort operation, and securities and investments covering markets in Hong Kong, the PRC and the Philippines. Dr. Lam serves as 中國人民政治協商會議廣東省委員會委員 (a Member of Guangdong Provincial Committee of The Chinese People’s Political Consultative Conference\*), 澳門娛樂博彩業中介人協會榮譽會長 (the Honorable President of the Association of Gaming & Entertainment Promoters of Macau\*), the Honorable President of the General Association of Administrators and Promoters for Macau Gaming Industry, the Permanent Honorable President, Executive President and Director of the Federation of Hong Kong Guangdong Community Organisations and a director of the China Overseas Friendship Association. Dr. Lam was awarded as an Honorable Doctor of Sinte Gleska University of California, United States of America and received a World Outstanding Chinese Award, both in 2007. Dr. Lam is the uncle-in-law of Mr. Hung Ching Fung, an executive Director.

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## LETTER FROM THE BOARD

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Save as disclosed above, Dr. Lam 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, Dr. Lam 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, Dr. Lam had a beneficial interests of 454,023,200 Shares.

Dr. Lam 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 each, 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. Dr. Lam 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.

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 Dr. Lam.



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## LETTER FROM THE BOARD

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**(B) Mr. Tsui Kin Ming, an executive Director and Chief Financial Officer**

Mr. Tsui Kin Ming (“Mr. Tsui”), aged 45, was appointed as the chief financial officer of the Group on 1 October 2015 and a member of the Credit Committee of the Company on 17 November 2015. Mr. Tsui has over 15 years’ experience in international finance including over 7 years’ experience in the gaming industry focusing in financial controls, procedures and policy. Before joining the Group, Mr. Tsui joined Entertainment Gaming Asia Inc. (stock code: EGT), which is a National Association of Securities Dealers Automated Quotations (NASDAQ) listed company and an indirect, majority-owned subsidiary of Melco International Development Limited, as vice president of finance in July 2008 and was appointed as chief accounting officer in April 2009. From 1999 to 2008, Mr. Tsui held various positions at Minteq International Inc. including regional finance controller-Asia and manager of financial analysis. Minteq International Inc. is a wholly-owned subsidiary of Minerals Technologies Inc. (stock code: MTX), a publicly-held company listed on The New York Stock Exchange.

Mr. Tsui holds a Bachelor’s Degree and a Master’s Degree in Business Administration from Baruch College, City University of New York. Mr. Tsui is a Certified Management Accountant and a Certified Public Accountant in the State of New York, the United States of America.

Save as disclosed above, Mr. Tsui 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. Tsui 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.

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## LETTER FROM THE BOARD

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Mr. Tsui 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 each, 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. Tsui is entitled to a total remuneration of HK\$140,000 per month, 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. Tsui.

**(C) Mr. Daniel Domingos António, an independent non-executive Director**

Mr. Daniel Domingos António (“Mr. António”), aged 64, has been appointed Independent Non-executive Director of the Company on 3 November 2014. Mr. António joined the Gaming Inspection and Coordination Bureau of the Government of Macau in 1978, was appointed as the Inspector Principal, First Class\* (Inspector Principal, 1º escalão) in 1989 and served as the Inspector Adviser since April 2005 until his retirement in July 2011. During his office as an Inspector Adviser of the Gaming Inspection and Coordination Bureau of the Government of Macau, Mr. António was responsible for the management of casino inspectors, ensuring all casinos in Macau adhere to the relevant gaming regulations.

Save as disclosed above, Mr. António 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. António 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.

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## LETTER FROM THE BOARD

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Mr. António 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. António 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. António.

**(D) Mr. Kwok Chi Chung, an independent non-executive Director**

Mr. Kwok Chi Chung ("Mr. Kwok"), aged 60, has been appointed Independent Non-executive Director of the Company on 3 November 2014. Mr. Kwok graduated from Huaqiao University with a Bachelor's degree in law in 2002 and obtained a Master's degree in economic law from Huaqiao University in 2006. Mr. Kwok joined the Macau Judiciary Police in 1985 and was appointed as the first of Chief Coordinator of Gaming-related Crimes Division in March 2003 which Mr. Kwok was responsible for the prevention and investigation of crimes committed inside casinos and other gaming venues, or gaming-related crimes committed around those facilities. Mr. Kwok acted as the first of Head of Gaming-related and Economic Crimes Investigation Department since September 2006 until his retirement in August 2010 and was mainly responsible for management of the Gaming-related Crimes Division, Economic Crimes Division and Anti-Money Laundering Division in the Macau Judiciary Police. Mr. Kwok currently is the president of Association of Gaming & Entertainment Promoters of Macau. Mr. Kwok has been appointed as an independent director of Iao Kun Group Holding Company Limited (a company listed on the NASDAQ Global Market in the United States under the symbol ("IKGH") on 1 May 2015.

Save as disclosed above, Mr. Kwok 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.

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## LETTER FROM THE BOARD

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Save as disclosed above, Mr. Kwok 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. Kwok 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. Kwok 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. Kwok.

### **E. GENERAL INFORMATION**

The notice for the Annual General Meeting is set out on pages 16 to 20 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.

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## LETTER FROM THE BOARD

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### 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 2015 (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.

1. 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.
2. 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.
3. 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 for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
April	11.48	7.45
May	12	6.59
June	10.8	8.6
July	9.3	7
August	8.94	5.01
September	8	6.16
October	6.79	4.56
November	5.94	4.61
December	5.15	3.73
<b>2016</b>		
January	3.85	2.25
February	2.99	2.16
March	2.79	1.83
April (up to the Latest Practicable Date)	2.84	2.3

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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 2015 will be held at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong, on Friday, 20 May 2016 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 2015;
2.
  - A. to re-elect Dr. Lam Yin Lok as an Executive Director;
  - B. to re-elect Mr. Tsui Kin Ming as an Executive Director;
  - C. to re-elect Mr. Daniel Domingos António as an Independent Non-executive Director;
  - D. to re-elect Mr. Kwok Chi Chung as an Independent Non-executive Director;
  - E. to authorise the board of Directors to fix the remunerations of the Directors;
3. to re-appoint BDO Limited as the auditor of the Company and authorise the board of Directors to fix its remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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(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;

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(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, 18 April 2016

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal place of business:*

Unit No. 3910-11, 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.