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If you have sold or transferred all your shares in Sunley Holdings Limited (the “Company”), you should at once hand this circular 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 the transferee.

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SUNLEY HOLDINGS LIMITED

新利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 5 September 2013 (Thursday) at 10:30 a.m. at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 5 September 2013 (Thursday) at 10:30 a.m. at 3/F, Nexxus Building, 77 Dex Voeux Road Central, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular;
“Articles”	the articles of association of the Company;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Sunley Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	19 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	18 October 2012, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan Region;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



SUNLEY HOLDINGS LIMITED

新利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

Executive Directors:

Dr. Ho Kar Chung
Mr. Cheng Wing On, Michael
Mr. Ho Chi Ling

Non-executive Director:

Mr. Leung Chee Hon

Independent non-executive Directors:

Mr. Chuck Winston Calptor
Mr. Ching Kwok Hoo, Pedro
Mr. Tam Tak Kei, Raymond

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 201, 2/F, Marina House
68 Hing Man Street
Shau Kei Wan
Hong Kong

25 July 2013

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the retiring Directors proposed to be re-elected; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders on 11 September 2012. Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 300,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 60,000,000 Shares representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 30,000,000 Shares representing 10% of the aggregate nominal amount of the share capital of the Company as at the date of AGM.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (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 laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

All the Directors, being Dr. Ho Kar Chung, Mr. Cheng Wing On, Michael, Mr. Ho Chi Ling, Mr. Leung Chee Hon, Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond will retire from office as Directors at the AGM. All of them, being eligible, offer themselves for re-election pursuant to Article 112 of the Articles.

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

AGM

A notice convening the AGM to be held on 5 September 2013 (Thursday) at 10:30 a.m. at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, a poll will be required on each of the resolutions set out in the AGM Notice.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By Order of the Board
Sunley Holdings Limited
Ho Kar Chung
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2013 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not 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 repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 300,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 30,000,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of 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 the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the substantial Shareholders were (i) Leading Win Management Limited ("Leading Win") which owned 225,000,000 Shares (75% of the issued share capital of the Company); (ii) Join Together Management Limited ("Join Together") which directly owned 70% of the issued share capital of Leading Win; (iii) Mr. Leung Chee Hon, a non-executive Director, who directly owned 70% of the issued share capital of Join Together; and (iv) Dr. Ho Kar Chung, the chairman of the Board and an executive Director, who directly owned 30% of the issued share capital of Join Together.

In the event that the Repurchase Mandate was exercised in full, (i) the interest of Leading Win in the Company will be increased from 75% to approximately 83.3%; and (ii) the indirect interest of Join Together, Mr. Leung Chee Hon and Dr. Ho Kar Chung in the Company will be increased from 75% to approximately 83.3%.

On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present

intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the Listing Date up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
October (from the Listing Date)	1.26	0.90
November	1.15	1.00
December	1.53	1.00
2013		
January	2.55	1.20
February	2.48	1.93
March	2.50	2.19
April	2.41	1.67
May	2.04	1.78
June	2.00	1.50
July (till the Latest Practicable Date)	1.93	1.73

Set out below are details of the proposed Directors to be re-elected at the AGM.

EXECUTIVE DIRECTORS**Dr. Ho Kar Chung**

Dr. Ho Kar Chung (何家驊), aged 64, is an executive Director and the chairman of the Board. He joined the Group in January 1995 and was appointed as a Director on 15 April 2011 and re-designated as an executive Director and appointed as the chairman of the Board on 11 September 2012. He is responsible for the overall business development, commercial and projects matters of the Group. Dr. Ho is also the director of certain subsidiaries of the Company. He worked for several major construction and engineering companies in Hong Kong for more than 30 years, involving in civil engineering and building projects, specialising in foundation works of various nature. He worked for Gammon Construction Limited as project manager, manager and contracts manager from 1979 to 1990, responsible for execution of various projects in a supervisory role involving building, foundation, site formation, demolition and civil engineering works in Hong Kong. He was a director and a managing director from 1990 to 1994 in Chee Shing Foundation Limited (now known as Tysan Foundation Limited) responsible for general management and supervision of various contracts as project director in charge and was an executive director of Chee Shing Holdings Limited (stock code: 687, now known as Tysan Holdings Limited) upon its listing on the Stock Exchange in 1991.

He holds a Bachelor of Science in Engineering and a Doctor of Philosophy from the University of Hong Kong awarded in November 1972 and November 1976 respectively, and a diploma in Management for Executive Development from The Chinese University of Hong Kong awarded in September 1989.

He is a fellow member of the Institution of Structural Engineers and the Institution of Civil Engineers in the United Kingdom and the Hong Kong Institution of Engineers. He is a Registered Professional Engineer (Civil, Structural and Geotechnical disciplines) in Hong Kong.

Save as disclosed above, Dr. Ho has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Dr. Ho was a beneficial shareholder of 30% of the issued share capital of Join Together, which in turns owns 70% shareholding of Leading Win, a controlling Shareholder holding 225,000,000 Shares, representing 75% of the issued share capital of the Company. Therefore, Dr. Ho was deemed, or taken to be interested in all the Shares which were beneficially owned by Leading Win for the purpose of the SFO. Save as disclosed, Dr. Ho did not have any interests or short positions in any share, underlying share or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Dr. Ho entered into a service agreement with the Company as an executive Director for a term of 3 years commencing from 11 September 2012, which may be determined by either party by giving to the other not less 3 months' written notice or otherwise in accordance with

the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. For the year ended 31 March 2013, Dr. Ho was entitled to a director's fee of HK\$1,000,000 which was determined with reference to his qualification and experience, responsibilities undertaken, contribution to the Group and the prevailing market conditions.

Mr. Cheng Wing On, Michael

Mr. Cheng Wing On, Michael (鄭永安), aged 57, is an executive Director and chief executive of the Company. He joined the Group in June 2010 and was appointed as a Director on 15 April 2011 and re-designated as an executive Director and appointed as the chief executive by the Company on 11 September 2012. He is responsible for the overall administration, strategic planning, tendering, finance and site supervision of the Group. Mr. Cheng is also the director of certain subsidiaries of the Company. He has over 30 years' experience in the engineering and construction industry. Prior to establishing Sunnic Engineering Limited ("Sunnich") in 1993, he had worked as a structural engineer for Sun Hung Kai Engineering Company Limited from 1980 to 1982 and had worked for Leung Kee Construction Company Limited (now known as Up Energy Development Group Limited) (stock code: 307, the shares of which are listed on the Main Board of the Stock Exchange), a construction company specialised in substructure and site formation works for approximately 10 years with his last position held as a managing director. He holds a Bachelor of Applied Science from the University of Toronto awarded in June 1980. Mr. Cheng is a member of the nomination committee of the Company.

Save as disclosed above, Mr. Cheng has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Cheng did not have any involvement in the management of the Group prior to its acquisitions of Sunnic and Full Gain Engineering Limited in June 2010.

As at the Latest Practicable Date, Mr. Cheng is the beneficial shareholder of 10% of the issued share capital of Leading Win, a controlling Shareholder holding 225,000,000 Shares, representing 75% of the issued share capital of the Company. Saved as disclosed, Mr. Cheng did not have any interests or short position in any share, underlying share or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Cheng entered into a service agreement with the Company as an executive Director for a term of 3 years commencing from 11 September 2012, which may be determined by either party by giving to the other not less 3 months' written notice or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. For the year ended 31 March 2013, Mr. Cheng was entitled to a director's emolument of HK\$975,000, comprised of salaries, discretionary bonus and retirement scheme contributions, which was determined with reference to his qualification and experience, responsibilities undertaken, contribution to the Group and the prevailing market conditions.

Mr. Ho Chi Ling

Mr. Ho Chi Ling (何智凌), aged 48, is an executive Director. He joined the Group in July 1997 and was appointed as an executive Director on 11 September 2012. He is responsible for execution of the foundation projects of the Group. He has 26 years' experience in the engineering and construction industry. Mr. Ho is also the director of certain subsidiaries of the Company. Prior to joining the Group in 1997, he had worked for major contractors and engineering consultants in Hong Kong for 12 years, involving in civil engineering and building projects including drainage, foundation, water mains, and site formation.

He holds a Bachelor of Engineering in Civil and Environmental Engineering from the University of Newcastle upon Tyne (now known as Newcastle University) in the United Kingdom awarded in July 1992, a Master of Science in Project Management from the Hong Kong Polytechnic University which was completed largely via online course modules with degree awarded in December 2005 and a Master of Arts in Arbitration and Dispute Resolution from The City University of Hong Kong awarded in February 2009. He is a member of the Hong Kong Institution of Engineers and a Registered Professional Engineer (Civil discipline) in Hong Kong. Mr. Ho is a member of the remuneration committee of the Company.

Save as disclosed above, Mr. Ho has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Ho did not have any interests or short position in any share, underlying share or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Ho entered into a service agreement with the Company as an executive Director for a term of 3 years commencing from 11 September 2012, which may be determined by either party by giving to the other not less 3 months' written notice or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. For the year ended 31 March 2013, Mr. Ho was entitled to a director's emolument of HK\$1,154,000, comprised of salaries, discretionary bonus and retirement scheme contributions, which was determined with reference to his qualification and experience, responsibilities undertaken, contribution to the Group and the prevailing market conditions.

NON-EXECUTIVE DIRECTOR**Mr. Leung Chee Hon**

Mr. Leung Chee Hon (梁志漢), aged 69, is a non-executive Director. He joined the Group in January 1995 and was appointed as a non-executive Director on 2 August 2012. Mr. Leung is also the director of certain subsidiaries of the Company. Mr. Leung's responsibilities within the Group only involves participation in sales and marketing and maintaining client relationship for the Group alongside the executive Directors on a non-full time basis and he will not participate in the daily management of the Group. He has over 40 years of experience in the construction industry. In 1974, Mr. Leung established Chee Shing Engineering Company

which was engaged in crane hiring and subcontracting pile driving works. In 1983, Mr. Leung acted as a director of Chee Shing Engineering Company Limited. Mr. Leung became the chairman and executive director of Chee Shing Holdings Limited (stock code: 687, now known as Tysan Holdings Limited) (“Chee Shing”) upon its listing on the Stock Exchange in 1991. At Chee Shing, Mr. Leung was principally responsible for formulating the overall policy and the general management of the Chee Shing group’s business. Mr. Leung left Chee Shing in 1994 and he joined the Group in 1995, acting as a director of Sunley Engineering & Construction Company Limited (“Sunley”). From 1995 to 2008, Mr. Leung was mainly responsible for the general site supervision of Sunley. Since 2009, Mr. Leung’s responsibilities within the Group involve sales and marketing and maintaining client relationship for the Group. Mr. Leung’s responsibilities in the Group’s operations have not changed as a result of his appointment as a non-executive Director on 2 August 2012.

Mr. Leung, the then chairman and controlling shareholder of Chee Shing at the material time, was involved in an inquiry instituted by the Insider Dealing Tribunal in 1997 mainly due to (i) on 21 June 1993 and at the request of the another person, Mr. Leung’s procuring of Mr. Robert Law, the then non-executive director of Chee Shing, to sell his 10,874,000 shares of Chee Shing to another person; and (ii) Mr. Leung’s entering into of a sale and purchase agreement to sell approximately 116.5 million shares of Chee Shing, representing approximately 39% of Chee Shing’s total issued share capital, on 2 July 1993. An announcement was made on 25 June 1993 stating that an approach had been made by an independent third party to Chee Shing’s major shareholder and that negotiations were taking place but no agreement had been reached.

According to the Insider Dealing Tribunal, any prior knowledge (prior, that is, to 25 June 1993) regarding the identity of the potential buyer was considered as relevant information. The Insider Dealing Tribunal concluded in March 1998 that Mr. Leung was not identified as an insider dealer on the basis that, among others, the Insider Dealing Tribunal was not satisfied that the information Mr. Leung had at the material time (i.e. on 21 June 1993) was relevant information as defined in section 8 of the Securities (Insider Dealing) Ordinance (repealed), and that he knew its relevance and that Mr. Leung was not part of the take-over team nor was he privy to the negotiations. In view of the above, the sponsor to the Company’s listing application considered that Mr. Leung’s involvement in the insider dealing case does not cast doubt on his integrity and he is suitable to act as a Director under Rules 3.08 and 3.09 of the Listing Rules.

Save as disclosed above, Mr. Leung has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Leung was a beneficial shareholder of 70% of the issued share capital of Join Together, which in turn owned 70% Shareholding of Leading Win, a controlling Shareholder holding 225,000,000 Shares, representing 75% of the issued share capital of the Company. Mr. Leung was deemed, or taken to be interested in all the Shares which were beneficially owned by Leading Win for the purpose of SFO. Save as disclosed, Mr.

Leung did not have any interests or short positions in any share, underlying share or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Leung entered into a service agreement with the Company as a non-executive Director for a term of 2 years commencing from 11 September 2012, which may be determined by either party by giving to the other not less 3 months' written notice or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. For the year ended 31 March 2013, Mr. Leung was entitled to a director's fee of HK\$158,000, which was determined with reference to his qualification and experience, responsibilities undertaken, contribution to the Group and the prevailing market rate.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chuck Winston Calptor

Mr. Chuck Winston Calptor (卓育賢), aged 57, joined the Group and appointed as an independent non-executive Director on 11 September 2012. Mr. Chuck graduated from University of Western Ontario in Canada with a bachelor of arts in economics in June 1978. He was admitted as a solicitor of Hong Kong in 1982. Mr. Chuck acted as consultant in a law firm since 2000. Mr. Chuck is the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Chuck also acts as an independent non-executive director of ITC Corporation Limited (stock code: 372, the shares of which are listed on the Main Board of the Stock Exchange) since November 2001 and Starlight International Holdings Limited (stock code: 485, the shares of which are listed on the Main Board of the Stock Exchange) since September 2004.

Save as disclosed above, Mr. Chuck has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Chuck did not have any interests or short position in any share, underlying share or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Chuck entered into a service agreement with the Company as an independent non-executive Director for a term of 2 years commencing from 11 September 2012, which may be determined by either party by giving to the other not less 3 months' written notice or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. For the year ended 31 March 2013, Mr. Chuck was entitled to a director's fee of HK\$132,000, which was determined with reference to the prevailing market practice, the Company's remuneration policy, duties and responsibilities with the Group.

Mr. Ching Kwok Hoo, Pedro

Mr. Ching Kwok Hoo, Pedro (程國灝), MBE, aged 70, joined the Group and appointed as an independent non-executive Director on 11 September 2012. Mr. Ching was awarded the MBE in 1997. He has worked in the Hong Kong Police Force for over 35 years up to 1998 with his last position being director of management services. After his retirement from the Hong Kong Police Force, Mr. Ching has taken senior management role in the commercial field. Mr. Ching is the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company.

Save as disclosed above, Mr. Ching has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Ching did not have any interests or short position in any share, underlying share or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Ching entered into a service agreement with the Company as an independent non-executive Director for a term of 2 years commencing from 11 September 2012, which may be determined by either party by giving to the other not less 3 months' written notice or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. For the year ended 31 March 2013, Mr. Ching was entitled to a director's fee of HK\$132,000, which was determined with reference to the prevailing market practice, the Company's remuneration policy, duties and responsibilities with the Group.

Mr. Tam Tak Kei, Raymond

Mr. Tam Tak Kei, Raymond (譚德機), aged 50, joined the Group and appointed as the independent non-executive Director on 11 September 2012. Mr. Tam graduated from University of Kent at Canterbury in the United Kingdom with a bachelor of arts degree in accounting with computing in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since 1990 and a member of the Hong Kong Institute of Certified Public Accountants since 1995. Mr. Tam acted as the financial controller of international law firms for 9 years and has over 27 years of professional accounting experience and is currently the finance director of a Hong Kong-based auction company and the company secretary of Branding China Group Limited (stock code: 8219). Mr. Tam is the chairman of the audit committee and a member of the nomination committee of the Company.

Mr. Tam also acts as an independent non-executive director of Jin Cai Holdings Company Limited (stock code: 1250) since June 2013, Zebra Strategic Holdings Limited (stock code: 8260) since June 2012, Vision Fame International Holding Limited (stock code: 1315) since December 2011, Tianjin Jinran Public Utilities Company Limited (stock code: 1265, formerly 8290) since February 2011 and Sun Innovation Holdings Limited (stock code: 547) since September 2009.

Save as disclosed above, Mr. Tam has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Tam did not have any interests or short position in any share, underlying share or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Tam entered into a service agreement with the Company as an independent non-executive Director for a term of 2 years commencing from 11 September 2012, which may be determined by either party by giving to the other not less 3 months' written notice or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. For the year ended 31 March 2013, Mr. Tam was entitled to a director's fee of HK\$132,000, which was determined with reference to the prevailing market practice, the Company's remuneration policy, duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relation to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



SUNLEY HOLDINGS LIMITED

新利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of Sunley Holdings Limited (the “Company”) will be held on 5 September 2013 (Thursday) at 10:30 a.m. at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 March 2013.
2. To declare a final dividend of HK7 cents per share for the year ended 31 March 2013.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4.
 - (a) To re-elect Dr. Ho Kar Chung as an executive Director of the Company;
 - (b) To re-elect Mr. Cheng Wing On, Michael as an executive Director of the Company;
 - (c) To re-elect Mr. Ho Chi Ling as an executive Director of the Company;
 - (d) To re-elect Mr. Leung Chee Hon as a non-executive Director of the Company;
 - (e) To re-elect Mr. Chuck Winston Calptor as an independent non-executive Director of the Company;
 - (f) To re-elect Mr. Ching Kwok Hoo, Pedro as an independent non-executive Director of the Company;
 - (g) To re-elect Mr. Tam Tak Kei, Raymond as an independent non-executive Director of the Company; and
 - (h) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) 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 might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised 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 or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings 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 restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of Resolutions 5 and 6 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By Order of the Board
Sunley Holdings Limited
Ho Kar Chung
Chairman

Hong Kong, 25 July 2013

Notes:

1. Any member of the Company 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 member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

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7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is enclosed.
8. The transfer books and register of members of the Company will be closed from 2 September 2013 to 5 September 2013, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 30 August 2013.
9. The record date for entitlement to the proposed final dividend is 16 September 2013. For determining the entitlement to the proposed final dividend (if approved at the Meeting), the transfer books and the register of members of the Company will be closed from 12 September 2013 to 16 September 2013, both days inclusive. During such period, no share transfers will be effected. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 11 September 2013. It is expected that the final dividend will be paid on or around 7 October 2013.
10. Details of each of Dr. Ho Kar Chung, Mr. Cheng Wing On, Michael, Mr. Ho Chi Ling, Mr. Leung Chee Hon, Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix II to this circular.
11. A form of proxy for use at the Meeting is enclosed.