

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 adviser.

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

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PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

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

A notice convening an annual general meeting of PC Partner Group Limited to be held at Lobby Floor, Salon II & III, Hyatt Regency Hong Kong, Shatin, 18 Chak Cheung Street, Shatin, New Territories, Hong Kong on 26 June 2015 (Friday) at 2:30 p.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the annual general meeting is enclosed.

If you are not able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 13 to 17 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Lobby Floor, Salon II & III, Hyatt Regency Hong Kong, Shatin, 18 Chak Cheung Street, Shatin, New Territories, Hong Kong on 26 June 2015 (Friday) at 2:30 p.m. or any adjournment thereof, notice of which is set out on pages 13 to 17 of this circular
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2014
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors of the Company
“Companies Law”	The Companies Law (2011 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	PC Partner Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms set out in Ordinary Resolution No. 5 in the AGM Notice
“Latest Practicable Date”	17 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Shareholders on 14 December 2011
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms as set out in Ordinary Resolution No. 6 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent



PC PARTNER GROUP LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

Executive Directors:

Wong Shik Ho Tony
(Chairman and Chief Executive Officer)
Wong Fong Pak
Leung Wah Kan
Ho Nai Nap
Man Wai Hung

Non-executive Director:

Ho Wong Mary Mee-Tak
Chiu Wing Yui *(Alternate Director to
Ho Wong Mary Mee-Tak)*

Independent Non-executive Directors:

Ip Shing Hing
Lai Kin Jerome
Cheung Ying Sheung

Registered Office:

Clifton House, 75 Fort Street,
P.O. Box 1350,
Grand Cayman KY1-1108,
Cayman Islands

*Principal place of Business
in Hong Kong:*

19/F., Shatin Galleria,
18–24 Shan Mei Street,
Fo Tan, Shatin,
New Territories
Hong Kong

27 April 2015

To the Shareholders

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

INTRODUCTION

At the Annual General Meeting, resolutions will be proposed, among other matters:

- (a) to grant the Issue Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;

* For identification purpose only

LETTER FROM THE BOARD

- (c) to extend the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the retiring Directors.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting for the grant of the Issue Mandate, the grant of the Repurchase Mandate and the re-election of retiring Directors, and to seek your approval in connection with such matters at the Annual General Meeting.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its Shareholders on 20 June 2014. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the Annual General Meeting.

Two ordinary resolutions, namely Ordinary Resolutions Nos. 5 and 7 in the AGM Notice, will be proposed at the Annual General Meeting to grant to the Directors (i) the Issue Mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of Ordinary Resolution No. 5 in the AGM Notice and (ii) an extension to the Issue Mandate so granted by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 6 in the AGM Notice.

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 6 in the AGM Notice. The Shares which may be purchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Ordinary Resolution No. 6.

As at the Latest Practicable Date, a total of 417,518,668 Shares were in issue. Subject to the passing of Ordinary Resolutions Nos. 5 and 7, the Company will be allowed to allot and issue up to a maximum of 83,503,733 Shares and repurchase a maximum of 41,751,866 Shares on the assumption that there will be no change in the issued share capital prior to the Annual General Meeting.

Subject to the relevant resolutions being passed at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate shall be valid from the date of passing the resolutions until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws in the Cayman Islands to be held; or

LETTER FROM THE BOARD

- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders certain information to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant to the Directors of the Repurchase Mandate. The explanatory statement as required by the Listing Rules to be sent to the Shareholders is set out in Appendix I of this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of nine Directors, namely Mr. Wong Shik Ho Tony, Mr. Wong Fong Pak, Mr. Leung Wah Kan, Mr. Ho Nai Nap and Mr. Man Wai Hung, being the executive Directors; Mrs. Ho Wong Mary Mee-Tak being the non-executive Director (Mr. Chiu Wing Yui acting as the alternate Director to Mrs. Ho Wong Mary Mee-Tak); and Mr. Ip Shing Hing, Mr. Lai Kin Jerome and Mr. Cheung Ying Sheung, being the independent non-executive Directors.

Pursuant to Article 108 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation and shall be eligible for re-election. Accordingly, Mr. Wong Shik Ho Tony, Mrs. Ho Wong Mary Mee-Tak and Mr. Ip Shing Hing will retire from office by rotation at the Annual General Meeting. All of them, being eligible, will offer themselves for re-election.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM Notice, which contains, inter alia, the resolutions for the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors is set out on pages 13 to 17 of this circular.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Company will exercise his right as chairman of the Annual General Meeting under Article 72 of the Articles of Association to demand a poll on each of the resolutions to be proposed at the Annual General Meeting.

PROXY FORM

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of

LETTER FROM THE BOARD

the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 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 the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be).

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

DIRECTORS' 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
PC Partner Group Limited
Wong Shik Ho Tony
Chairman

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This Appendix serves as an explanatory statement as required by the Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SHARES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a connected person (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his/her/its securities to the company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 417,518,668 Shares.

Subject to the passing of the Ordinary Resolution No. 6 and on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 41,751,866 Shares (representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date) during the period from the date of passing of Ordinary Resolution No. 6 set out in the AGM Notice 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 Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds of the Company legally available for such purposes in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company and, in the case of any

premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital of the Company.

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital or gearing position of the Group as compared with the position disclosed in the audited consolidated accounts contained in the Company's annual report for the year ended 31 December 2014. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.39	1.06
May	1.34	1.11
June	1.21	1.08
July	1.20	0.91
August	1.10	0.99
September	1.13	0.91
October	1.08	0.88
November	1.25	0.91
December	1.10	0.97
2015		
January	1.12	0.91
February	0.94	0.94
March	1.00	0.82
April (up to the Latest Practicable Date)	1.28	0.98

6. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

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

7. TAKEOVERS CODE

If, on the 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 the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in it/their 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, so far as is known to the Directors, Mrs. Ho Wong Mary Mee-Tak, the controlling Shareholder and a non-executive Director, was beneficially interested in an aggregate of 132,750,000 Shares, representing approximately 31.79% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the percentage shareholding of Mrs. Ho Wong Mary Mee-Tak in the Company would be increased from approximately 31.79% to approximately 35.33% and an obligation to make a general offer for all the issued Shares (other than those held by Mrs. Ho Wong Mary Mee-Tak and persons acting in concert with her) may arise.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will cause the public float of the Company to fall below 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The details of the Directors who will retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:

Mr. Wong Shik Ho Tony (王錫豪) (“Mr. Wong”), aged 55, was appointed as a Director on 1 April 2010 and re-designated as an Executive Director and Chief Executive Officer on 24 January 2011 and was a co-founder of the Group in May 1997. He is also a member of each of the remuneration committee and the nomination committee of the Board. Mr. Wong is responsible for the overall strategic management and corporate development of the Group. He directly oversees the Group’s finance and administration functions as well as the sales and marketing functions of the Group’s video graphics cards, motherboards, Mini PCs and other accessories businesses. He also sits on the boards of various companies within the Group. Prior to co-founding the Group in 1997, he worked as a general manager at VTech Computers Limited. Mr. Wong was conferred a Bachelor of Science degree in Electronics & Electrical Engineering by the University of Swansea, South Wales, the United Kingdom in 1982.

Pursuant to a service agreement dated 21 December 2011, Mr. Wong was appointed as an executive Director for a term of 3 years commencing from 12 January 2012 (subject to retirement by rotation and re-election in accordance with the Articles of Association), unless otherwise terminated by either party by giving to the other not less than three months’ prior written notice. Pursuant to the service agreement, Mr. Wong is entitled to an annual salary of HK\$3,683,290 which is determined with reference to prevailing market practice, the Company’s remuneration policy and his duties and responsibilities. The Company shall provide residential premises for Mr. Wong to be used by him as director’s quarters during his term of appointment as an executive Director. Mr. Wong is also entitled to an end-of-year bonus in an amount equal to his then monthly salary, a discretionary performance bonus and a discretionary profit-sharing bonus as may be determined by the Board and subject to the review and approval of the remuneration committee of the Company. Mr. Wong shall also be reimbursed of petrol and car maintenance expenses incurred by him during the term of his appointment as an executive Director.

As at the Latest Practicable Date, Mr. Wong was interested in 51,560,750 Shares, representing approximately 12.35% of the issued share capital of the Company. Mr. Wong was also deemed interested in 4,290,000 underlying Shares pursuant to options granted under the Pre-IPO Share Option Scheme within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

Mrs. Ho Wong Mary Mee-Tak (何黃美德) (“Mrs. Ho”), aged 65, was appointed as a Non-executive Director on 24 January 2011. Mrs. Ho was the wife of the late Mr. Ho Hin Wun Bosco, a co-founder of the Group. Mrs. Ho also sits on the boards as non-executive director of other companies within the Group. She completed a three-year program of study in interior design at Ryerson University in 1972.

Mrs. Ho has signed a letter of appointment with the Company for a term of 3 years commencing from 12 January 2012 (subject to retirement by rotation and re-election in accordance with the Articles of Association), unless otherwise terminated by either party by giving to the other not less than three months’ notice in writing. Mrs. Ho is entitled to a director’s fee of HK\$120,000.00 per annum which is determined with reference to the prevailing market practice, the Company’s remuneration policy, her duties and responsibilities of the Company. No other emoluments will be entitled by Mrs. Ho.

As at the Latest Practicable Date, Mrs. Ho was interested in (i) 400,000 shares personally, representing 0.09% and (ii) through her wholly-owned companies Classic Venture International Inc. and Perfect Choice Limited interested in an aggregate of 132,350,000 Shares owned as to 54,850,000 Shares by Classic Venture International Inc. and 77,500,000 Shares by Perfect Choice Limited, representing in aggregate approximately 31.70%. As a result, Mrs. Ho was interested in aggregate 132,750,000 Shares, representing approximately 31.79% of the issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mrs. Ho does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mrs. Ho that need to be brought to the attention of the Shareholders.

Mr. Ip Shing Hing (葉成慶) (“Mr. Ip”), aged 59, was appointed as an Independent Non-executive Director on 24 January 2011. He is also the chairman of the remuneration committee and the nomination committee of the Board and a member of the audit committee of the Board. Mr. Ip was conferred a Bachelor of Laws (Hons.) Degree in 1978 by the University of Hong Kong and a Master of Arts degree in Arbitration and Alternative Dispute Resolution in 2005 by the City University of Hong Kong. He is a solicitor and notary public of Hong Kong, China-appointed Attesting Officer and Justice of the Peace. He has been a practicing solicitor in Hong Kong for more than 20 years. He is currently serving as an independent non-executive director on the board of Far East Hotels and Entertainment Limited and Binhai Investment Company Limited, both being companies listed on The Stock Exchange of Hong Kong Limited. He is enthusiastic in community activities, which include serving as the President of The Law Society of Hong Kong (2002-2004), Chairman of the Association of China-Appointed Attesting Officers Limited from 2012 to 2014, a committee member and standing committee member of the Hong Kong Chinese General Chamber of Commerce (since 1988), director of Ocean Park Corporation (March 2006 to February 2012), member of Hong Kong Housing Authority (April 2007 to June 2012) and chairman of Appeal Board (Amusement Game Centres) since 30 May 2010.

Pursuant to a letter of appointment dated 21 December 2011, Mr. Ip was appointed as an independent non-executive Director for a term of 3 years commencing from 12 January 2012 (subject to retirement by rotation and re-election in accordance with the Articles of Association), unless otherwise terminated by either party by giving to the other not less than three months’ notice in writing. Pursuant to his letter of appointment, Mr. Ip is entitled to a director’s fee of HK\$240,000 per annum which is determined with reference to prevailing market practice, the Company’s remuneration policy and his duties and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ip does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

The Company received from Mr. Ip a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and that Mr. Ip does not have any management role in the Group and he has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. In addition to Mr. Ip’s professional experience, the Board believes that the re-election of Mr. Ip will make the Board to continue the benefit and considers him to be independent.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Ip that need to be brought to the attention of the Shareholders.



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of PC Partner Group Limited (the “**Company**”) will be held at Lobby Floor, Salon II & III, Hyatt Regency Hong Kong, Shatin, 18 Chak Cheung Street, Shatin, New Territories, Hong Kong on 26 June 2015 (Friday) at 2:30 p.m. 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 and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 December 2014;
2. To declare a final dividend;
3. To re-elect Directors and to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix their remuneration;
5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers 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 paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) any issue of Shares for the grant or exercise of any options granted under any share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees (including Directors) of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any issue of Shares as scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said authority shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws in the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of 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

NOTICE OF ANNUAL GENERAL MEETING

under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”;

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares of HK\$0.10 each in the share capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”;

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7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of the passing of this resolution.”.

By Order of the Board
PC Partner Group Limited
Leung Sau Fong
Company Secretary

Hong Kong, 27 April 2015

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
3. The register of members of the Company will be closed for the following periods:
 - (a) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 23 June 2015 (Tuesday) to 26 June 2015 (Friday) (both days inclusive), during which time no transfer of shares will be effected. To ensure that shareholders are entitled to attend and vote at the Annual General Meeting, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 22 June 2015 (Monday) for registration of the relevant transfer.

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- (b) The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The record date for the proposed final dividend is fixed on 3 July 2015 (Friday). For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from 6 July 2015 (Monday) to 8 July 2015 (Wednesday) (both days inclusive), during which time no transfer of shares will be effected. In order to qualify for the proposed final dividend, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 3 July 2015 (Friday) for registration of the relevant transfer.