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CROSBY
CROSBY CAPITAL LIMITED
(高誠資本有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Crosby Capital Limited (the “Company”) will be held at Unit 502, 5th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong, on 16 May 2014 at 9:30 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the entering into of the Subscription Agreement (as defined in the circular to shareholders of the Company dated 24 April 2014) in relation to the subscription for the convertible bonds in the principal aggregate amount of HK\$175,000,000 (the “**Convertible Bonds**”) (a copy of the Subscription Agreement has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized and granted a specific mandate to allot and issue ordinary shares of the Company upon the exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds (the “**Conversion Shares**”);
- (c) the allotment and issue of the Conversion Shares be and are hereby approved; and
- (d) the Directors acting together or by committee, or any Director acting individually, be and are hereby authorised to do all such things and execute all such documents as they consider necessary or expedient that are of administrative nature and ancillary to and for the purposes of giving effect to the issue of Convertible Bonds,

* *For identification purpose only*

the issue and allotment of Conversion Shares, the Subscription Agreement and the implementation of all transactions contemplated thereby.”

By Order of the Board
Crosby Capital Limited
Nelson Tong Naiyi
Executive Director

Hong Kong, 24 April 2014

Registered Office:
Unit 502, 5th Floor
AXA Centre
151 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead at the meeting in accordance with the Articles of Association of the Company. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder.
2. To be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited with principal place of business of the Company at Unit 502, 5th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong at least 48 hours before the time appointed for holding the meeting or any adjournment thereof as the case may be and in default thereof the form of proxy and such power or authority shall not be treated as valid.
3. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

As at the date of this notice, the board of Directors comprises four (4) executive Directors, namely, Liu Guang He, Clive Ng Cheang Neng, Stephen Shiu Junior and Nelson Tong Naiyi; and three (3) independent non-executive Directors, namely, Shi Jinsheng, Sin Hendrick and Yuen Kwok On.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.crosbycapitallimited.com.