
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Union Asia Enterprise Holdings Limited** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**UNION ASIA
ENTERPRISE HOLDINGS LTD
萬亞企業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (“**AGM**”) to be held at Room 401, 4/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 13 July 2018 at 11:30 a.m., is set out on pages 12 to 16 of this circular. Whether or not you propose to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending in person and voting at the AGM or any adjourned meeting should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.

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

TABLE OF CONTENTS

	<i>Page</i>
Characteristics of GEM	ii
Definitions	1
Letter from the Board	3
Appendix I – Biographical details of the Directors proposed for re-election and election . .	7
Appendix II – Explanatory statement for the Repurchase Mandate	9
Notice of AGM	12

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“AGM”	2018 annual general meeting of the Company to be held at Room 401, 4/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 13 July 2018 at 11:30 a.m. or any adjournment thereof
“Annual Report”	the annual report of the Company for the financial year as at 31 March 2018
“Articles of Association”	the articles of association of the Company
“Board”	board of Directors
“Close associate”	shall have the meaning as defined in the GEM Listing Rules
“Company”	Union Asia Enterprise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to be granted to the Directors as set out in resolution No. 4C of the Notice to allot, issue and otherwise deal with the Shares with a total number of Shares not exceeding the total number of Shares purchased pursuant to the Repurchase Mandate
“GEM”	Growth Enterprise Market on the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors as set out in resolution no. 4A of the Notice to allot, issue, and deal with Shares up to a maximum of 20% of the issued Shares as at the date of passing of the relevant resolution

DEFINITIONS

“Latest Practicable Date”	30 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	has the meaning ascribed to it under the GEM Listing Rules
“Notice”	the notice convening the AGM as set out on pages 12 to 16 of this circular
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors as set out in resolution no. 4B of the Notice to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s), with voting rights, of HK\$0.08 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong Securities and Futures Commission
“%”	per cent

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.

LETTER FROM THE BOARD



UNION ASIA ENTERPRISE HOLDINGS LTD 萬亞企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

Executive Directors:

Ms. Yip Man Yi (*Chairman*)
Mr. Shiu Chi Tak, Titus

Non-executive Directors:

Mr. Liang Tongwei (retired on 8 June 2017)
Mr. Wong Chi Man (retired on 8 June 2017)

Independent Non-executive Directors:

Dr. Wan Ho Yuen, Terence
Mr. Li Kwok Chu
Mr. Lau Shu Yan

Registered office:

P. O. Box 309
Ugland House
Grand Cayman, KYI-1104
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit A, 29/F.
CKK Commercial Centre
289–295 Hennessy Road
Wanchai
Hong Kong

1 June 2018

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide Shareholders with details regarding the proposed grant of general mandate to allot, issue and deal with Shares and to repurchase Shares and the proposed re-election of Directors to be dealt with at the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The mandates to issue and repurchase Shares granted at the annual general meeting of the Company held on 8 June 2017 will lapse at the conclusion of the AGM. In this regard, ordinary resolutions nos. 4A, 4B and 4C set out in the Notice will be proposed at the AGM. With reference to the Repurchase Mandate, the Directors wish to state that they have no present intention to repurchase any Shares.

LETTER FROM THE BOARD

At the AGM, ordinary resolutions will be proposed to grant the general mandates (Issue Mandate, the Repurchase Mandate and the Extension Mandate collectively, the “**Mandates**”) to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 683,039,552 Shares, representing 20% of the total number of Shares in issue as at the date of passing the resolution no. 4A as set out in the Notice (assuming no further Shares issued or repurchased from the Latest Practicable Date to the date of AGM); (ii) to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing the resolution no. 4B as set out in the Notice; and (iii) to extend the general mandate granted pursuant to resolution no. 4A as set out in the Notice, to allot, issue and otherwise deal with the Shares with a total number of Shares not exceeding the total number of Shares purchased pursuant to the Repurchase Mandate (as more particularly described in the resolution no. 4C in the Notice), during the period from the date of passing of the relevant resolutions up to (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (c) the revocation, variation or renewal of the Mandates by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Ms. Yip Man Yi and Mr. Shiu Chi Tak, Titus, being the executive Directors, and Dr. Wan Ho Yuen, Terence, Mr. Li Kwok Chu and Mr. Lau Shu Yan, being the independent non-executive Directors.

Pursuant to Article 99 of the Articles of Association, any Director appointed to fill any casual vacancy or as an additional to the Board shall hold office until the next annual general meeting of the Company and that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116 of the Articles of Association.

Pursuant to Article 116 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation. Mr. Shiu Chi Tak, Titus shall retire by rotation at the AGM and being eligible, to offer himself for re-election at the AGM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM shall be held at Room 401, 4/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 13 July 2018 at 11:30 a.m. for the purpose of considering and if thought fit, approving the resolutions to, among others, adopt the proposals for approving the grant of the Issue Mandate and the Repurchase Mandate and the Extension Mandate as set out in the Notice.

According to rule 17.47(4) of the GEM Listing Rules, all resolutions at general meeting must be taken by poll. The chairman of the AGM will demand that a poll be taken in respect of each of the resolutions to be proposed at the AGM for the approval of the ordinary business of an annual general meeting and the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder will be required to abstain from voting on any resolutions to be approved at the AGM.

GENERAL INFORMATION

The Notice is set out on pages 12 to 16 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that (i) the resolution relating to the Issue Mandate; (ii) the resolution relating to the Repurchase Mandate and (iii) the resolution relating to the extension of the Issue Mandate to be put forward at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board therefore recommends all Shareholders to vote in favour of all resolutions to be proposed at the AGM.

By Order of the Board
Union Asia Enterprise Holdings Limited
Yip Man Yi
Chairman

1. MR. SHIU CHI TAK, TITUS – EXECUTIVE DIRECTOR

Mr. Shiu Chi Tak, Titus (“Mr. Shiu”), aged 36, is an executive Director since 14 November 2015 and the authorised representative of the Company since 1 December 2015. Mr. Shiu holds a Master of Science Degree in Marketing Management, The Hong Kong Polytechnic University. He has practical experiences in corporate finance projects for listed companies in Hong Kong including corporate advisories, mergers and acquisitions and fund raising activities.

Mr. Shiu has entered into a service agreement with the Company. Mr. Shiu is not appointed for a specific term but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Shiu is entitled to a salary of HK\$360,000 per annum with discretionary bonus. Such remuneration is covered in Mr. Shiu’s service agreement with the Company. The remuneration of Mr. Shiu is determined by Board with reference to his expected duties and responsibilities and the prevailing market conditions.

As at the Latest Practical Date, Mr. Shiu is not interested in the share capital of the Company within the meaning of Part XV of the SFO.

Mr. Shiu is at present also a director of the following subsidiaries of the Company:

Company name

1. Active Design Global Limited;
2. Allied Power Global Limited;
3. Ample Grace Holdings Limited;
4. Black Sand Enterprises Limited;
5. Black Sand International (Singapore) Pte. Ltd.;
6. Bright Wise Enterprise Limited;
7. Brighton Asia Pacific Investment Holdings Limited;
8. Diamond Year Limited;
9. Evotech Asia Pte. Ltd.;
10. Express Glory Limited;
11. Fu Hang Metal (Asia) Limited;
12. Glorious Gold Holdings Limited;

13. Grace Union Corporation Limited;
14. Loyal Bright Finance Limited;
15. Neo Great Holdings Limited;
16. Ocean Kirin Investments Limited;
17. Ocean Knight Investments Limited;
18. Powerlane Ventures Limited;
19. Season Best Global Limited;
20. Sino Ally International Limited;
21. Sure Huge Limited;
22. Talent Zone Global Limited;
23. Team Kingdom Limited;
24. Team Profit Corporation Limited;
25. Topone Global Investments Limited;
26. Trade World Holdings Limited;
27. Ultra Treasure Limited;
28. Victor Smile Limited;
29. Zhanhui Limited.

Save as disclosed above, Mr. Shiu has not held any position with the Company or any of its subsidiaries and has not held any other major appointment or any directorships in any other listed public companies in the last three years. Mr. Shiu does not have any relationship with any directors, senior management, substantial shareholders and controlling shareholders of the Company.

Save as disclosed above, there are no other matter concerning the appointment to Mr. Shiu that needs to be brought to the attention of the Stock Exchange and shareholders of the Company nor is there any information that needs to be disclosed pursuant to the requirement of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

This is an explanatory statement given to all Shareholders relating to the resolution no. 4B as set out in the Notice to be proposed at the AGM granting the Repurchase Mandate.

This explanatory statement contains all the information required by the GEM Listing Rules which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company comprised 3,415,197,762 Shares.

Subject to the passing of resolution no. 4B as set out in the Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 341,519,776 Shares (which amounts to 10% of the issued and fully paid share capital of the Company as at the Latest Practicable Date) during the period from the date of passing of resolution no. 4B as set out in the 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 any applicable laws or the Articles of Association to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases 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 and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect 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. PRICE OF THE SHARES

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

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
May 2017	–	–
June 2017	–	–
July 2017	–	–
August 2017	–	–
September 2017	–	–
October 2017	–	–
November 2017	–	–
December 2017	–	–
January 2018	–	–
February 2018	–	–
March 2018	–	–
April 2018	–	–
From 1 May 2018 to the Latest Practicable Date	–	–

Remark: Trading of the Shares had been suspended at the request of the Company since 20 March 2017 and will remain suspended until further notice.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders. As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the single largest Shareholder, Mr. Yeung Wing Yee ("**Mr. Yeung**"), beneficially held 846,760,000 Shares, representing approximately 24.79% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase its Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Mr. Yeung in the Company would be increased to approximately 27.55% of the issued share capital of the Company. Such increase would not render Mr. Yeung an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as mentioned, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any purchase to be made under the Repurchase Mandate. If the Repurchase Mandate is exercised, the Directors will exercise to the extent that is considered in the best interests of the Company. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations or would have a material impact on the Group, as at the Latest Practicable Date.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total issued Shares in issue would be held by public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company in the previous six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

NOTICE OF AGM



UNION ASIA ENTERPRISE HOLDINGS LTD 萬亞企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Union Asia Enterprise Holdings Limited (the “**Company**”) will be held at Room 401, 4/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 13 July 2018 at 11:30 a.m. (the “**AGM**”) for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2018.
2.
 - (a) To re-elect Mr. Shiu Chi Tak, Titus as a director of the Company.
 - (b) To authorize the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued or dealt with by the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution), (ii) the exercise of the right of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares, (iii) the exercise of any options under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of options to subscribe for, or rights to acquire Shares or, (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the cash payment for any dividend on Shares pursuant to the articles of association of the Company in force from time to time, shall not in aggregate exceed 20 per cent of the total number of Shares in issue as at the date of passing this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and
- (d) 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 date on which the authority given under this resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to 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 Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their 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, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF AGM

B. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase the Shares on the GEM or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the **“Securities and Futures Commission”**) and the Stock Exchange for such purpose, in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any such other stock exchange 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 may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 341,519,776 Shares, being 10 per cent of the total number of issued Shares as at the date of passing 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 date on which the authority given under this resolution is revoked, varied, or renewed by an ordinary resolution of the shareholders of the Company in a general meeting.”

NOTICE OF AGM

- C. “**THAT** subject to the passing of the ordinary resolutions Nos. 4A and 4B as set 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 option pursuant to resolution No. 4A as set in the notice convening this meeting be and is hereby extended by the addition thereto of a number of shares representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution No. 4B as set in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the total number of issued Shares as at the date of passing of this resolution.”

By Order of the Board
Union Asia Enterprise Holdings Limited
Yip Man Yi
Chairman

Hong Kong, 1 June 2018

Principal place of business in Hong Kong:

Unit A, 29/F.

CKK Commercial Centre

289–295 Hennessy Road

Wanchai

Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint a person or persons (if he holds two or more Shares) as his proxy or proxies to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the AGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be delivered to the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. An explanatory statement containing further details regarding ordinary resolution No. 4B above as required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited has been dispatched to members of the Company together with the circular of the Company attaching this notice of AGM.
4. Completion and deposit of the form of proxy shall not preclude a shareholder from attending and voting in person at the AGM if the shareholder so desires and in such event the form of proxy shall be deemed to be revoked.
5. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the AGM, either in person or by proxy, in respect of such Share as if they were solely entitled thereto, but if more than one of such joint registered holders be present at the AGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

NOTICE OF AGM

6. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 2 June 2017.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.unionasiahk.com and on the "Latest Company Announcements" page of the GEM website at www.hkgem.com to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises two executive Directors, Ms. Yip Man Yi and Mr. Shiu Chi Tak, Titus and three independent non-executive Directors, Dr. Wan Ho Yuen, Terence, Mr. Li Kwok Chu and Mr. Lau Shu Yan.

This notice, for which the directors of the Company (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 enquires, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the page of "Latest Company Announcement" on the GEM website for at least 7 days from the date of its posting and on the website of the Company www.unionasiahk.com.