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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 or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Everbright Grand China Assets Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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EVERBRIGHT GRAND CHINA ASSETS LIMITED
光大永年有限公司

*(Incorporated in the British Virgin Islands with limited liability and
transferred by way of continuation into the Cayman Islands)*

(Stock code: 3699)

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

A notice convening the Annual General Meeting of Everbright Grand China Assets Limited to be held at Drawing Room, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 20 June 2019 at 2:00 p.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.ebgca.com.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 18 June 2019) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

26 April 2019

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Retiring Directors	4
3. Proposed Granting of General Mandate to Repurchase Shares.....	4
4. Proposed Granting of General Mandate to Issue Shares	4
5. Annual General Meeting and Proxy Arrangement	5
6. Recommendation.....	5
 Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	6
 Appendix II — Explanatory Statement on the Share Buy-back Mandate	14
 Notice of Annual General Meeting	18

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Drawing Room, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 20 June 2019 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Everbright Grand China Assets Limited, a company incorporated in the British Virgin Islands with limited liability and transferred by way of continuation into the Cayman Islands, 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 from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular

DEFINITIONS

“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“SFO”	The Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.1 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD



EVERBRIGHT GRAND CHINA ASSETS LIMITED
光大永年有限公司

*(Incorporated in the British Virgin Islands with limited liability and
transferred by way of continuation into the Cayman Islands)*

(Stock code: 3699)

Executive Directors:

Mr. LIU Jia (*Chairman*)

Mr. LIN Zimin

Non-executive Directors:

Ms. TSE Hang Mui

Mr. LI Yinzong

Independent Non-executive Directors:

Mr. TSOI David

Mr. SHEK Lai Him Abraham

Mr. LEE Jor Hung

Ms. YU Pauline Wah Ling

Registered Office:

PO Box 309, Uglund House

Grand Cayman, KY1-1104

Cayman Islands

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

Room 1501, 15th Floor

Malaysia Building

50 Gloucester Road

Wan Chai

Hong Kong

With effect from 1 May 2019

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

Room 1302, 13th Floor

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wanchai

Hong Kong

26 April 2019

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 20 June 2019.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 16.18 and 16.2 of the Articles of Association, Mr. LIN Zimin, Mr. LI Yinzong and Mr. TSOI David shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular (i.e. a total of 44,140,000 Shares on the basis that the issued share capital of the Company (441,400,000 Shares) remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular (i.e. a total of 88,280,000 Shares on the basis that the issued share capital of the Company (441,400,000 Shares) remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

Pursuant to the Listing Rules and Article 13.5 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.ebgca.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 18 June 2019) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
LIU Jia
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. LIN Zimin

Position and Experience

Mr. Lin Zimin (“Mr. Lin”), formerly Lin Siping (林斯平), 60, is our executive Director and general manager and also a member of the nomination and investment committee of the Company. Mr. Lin currently serves as a director of several subsidiaries of the Company, including Growing China Limited, Brighter Win Limited, Metallic Field Limited, Chengdu Everbright Finance Centre Development Co., Ltd. (“Finance Center”), Chengdu Everbright International Mansion Co., Ltd. (成都光大國際大廈有限公司), Square Field Limited, First Step Corporation Limited, Chengdu Sing Kong City Real Estate Company Limited (“Sing Kong City”) and Everbright Grand China Assets Management Limited (formerly known as Eastmate Limited). He has been acting the general manager of Sing Kong City and Finance Center since September 2014 and also the general manager of Chengdu Everbright International Mansion Co., Ltd since February 2018, and the chairman of Chengdu Everbright Property Management Co., Ltd Since November 2010.

Prior to joining our Group, Mr. Lin had worked in the Fujian Province International Culture Exchange Center from 1985 to 2010. He served as the principal section member and deputy division chief since January 1985 and September 1989, respectively, during which periods he was responsible for international economic and cultural exchange and investment solicitation. From June 1995 to July 2010, he had served as the division chief and had been responsible for the coordination of international economic, cultural and scientific exchange. Mr. Lin joined Capital Century Company Limited (“Capital Century”) as an assistant general manager in August 2010 and has been responsible for the development of properties and management of the investment properties of the Group. He was promoted to be the deputy general manager and general manager of Capital Century in February 2012 and August 2014, respectively.

Mr. Lin obtained a bachelor degree in physics in Fujian Normal University (福建師範大學) in January 1982.

Save as disclosed above, Mr. Lin has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Length of service

Mr. Lin has entered into a service contract with the Company for a term of three years commencing from 16 January 2018 (the date of listing of the Shares on the Stock Exchange). Either party has the right to terminate the agreement by giving at least three months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

Relationships

Save as disclosed above, Mr. Lin does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Lin is not interested in Shares in the Company within the meaning of Part XV of the SFO.

Director's emoluments

Under the terms of service contract, Mr. Lin is entitled to an annual salary of approximately HK\$1,557,400.00 for the year 2018 inclusive of any sum receivable as director's fee or other remuneration from the Group company with discretionary bonus as determined by the Remuneration Committee of the Company in respect of each complete financial year of the Company with reference to the Group's operation result. Such emoluments are determined by reference to the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is disclosable nor is Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
 BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(2) Mr. LI Yinzhong*Position and Experience*

Mr. Li Yinzhong (“Mr. Li”), 54, is the non-executive Director and a member of the audit committee of the Company.

Prior to joining the Group, Mr. Li served as the financial manager of the Shenzhen office of China Everbright International Trust Co., Ltd. (中國光大國際信託有限公司) between August 1993 and May 1998. He had then served in the audit department of China Everbright Group Limited from May 1998 to April 2000. Mr. Li joined China Everbright Holdings Company Limited (“CE Hong Kong”) as the assistant general manager in the financial management department in April 2000. Between March 2003 and January 2016, he had served as the deputy general manager in the investment management department of CE Hong Kong. He has also been serving as the general manager of the audit department of CE Hong Kong since January 2008. Since January 2016, he has served as the general manager of the audit department and the person-in-charge of the investment management department of CE Hong Kong. Since April 2017, Mr. Li has been appointed as a director of CE Hong Kong. He is also a director of certain subsidiaries of China Everbright Group Limited, a controlling shareholder of the Company which directly holds 100% shares in CE Hong Kong.

Mr. Li obtained a bachelor degree in economics in Zhongnan University of Economics and Law (中南財經政法大學) (formerly known as Zhongnan University of Economics (中南財經大學)) in July 1987. Mr. Li has been a non-practicing member of the Chinese Institute of Certified Public Accountants since November 2004.

Save as disclosed above, Mr. Li has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Li has entered into a service contract with the Company for a term of three years commencing from 16 January 2018 (the date of listing of the Shares on the Stock Exchange). Either party has the right to terminate the agreement by giving at least three months’ written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Relationships

Save as disclosed above, Mr. Li does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Li is not interested in Shares in the Company within the meaning of Part XV of the SFO.

Director's emoluments

Under the terms of service contract, there is no basic salary or director's fee in respect of the director's remuneration of Mr. Li from the Group company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. Li was a director of New Prospect Development Limited ("New Prospect"), an investment holding company incorporated in Hong Kong in August 1991 pursuant to a joint venture agreement entered into between CE Hong Kong and Ananda Holdings Limited ("Ananda") for the purpose of developing and operating a project called "Malaysian Cultural Village" (the "Project") in Singapore. Under the abovementioned agreement, the total investment amount of the Project was agreed to be SGD20 million, which were owned as to 70% and 30% by Ananda and CE Hong Kong, respectively.

In May 1992, CE Hong Kong agreed to contribute SGD6 million (approximately HK\$28.37 million) (the "Capital Contribution") to the capital of New Prospect. However, the persons in charge of Ananda (the "Chan Brothers") did not inject the Capital Contribution into New Prospect even though they held the interests in the Project in their own names.

CE Hong Kong initiated legal proceedings against Ananda and the Chan Brothers in 2002 to claim for the Capital Contribution. Ananda was ordered by the court in 2003 to be liquidated and was dissolved in 2010. After considering the risk and costs of the continuous claims, CE Hong Kong decided not to conduct further investigation or engage in lawsuits, and applied to the court to liquidate New Prospect in August 2010. New Prospect was ordered to be dissolved in October 2010 on the grounds that it was unable to pay the debts in a sum of HK\$28,110,535 and it was finally dissolved in March 2015.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Li also served as a director of the following companies prior to their dissolution:

Company	Place of Incorporation	Nature of Business
信港置業(上海)有限公司	PRC	Property investment
福州光大物業管理有限公司	PRC	Inactive
Stalic Holdings Limited	BVI	Inactive
Saffron Investments Limited	BVI	Inactive
Beyond Top Corporation	BVI	Inactive
Oriental Wealth Limited	BVI	Inactive
Asia Like Securities Limited	BVI	Inactive
Design Right Holdings Limited	BVI	Inactive
Marvel View International Limited	BVI	Inactive
Key Logic Group Limited	Thailand	Inactive

CE Hong Kong has confirmed that (i) CE Hong Kong directly and indirectly controlled each of the above companies prior to their dissolution; (ii) Mr. Li served as a director of these companies as a nominee of CE Hong Kong; and (iii) according to the development strategies of CE Hong Kong, these companies either were sold to third parties, dissolved because they had ceased to carry on business immediately prior to dissolution, or had entered into winding up proceedings with CE Hong Kong's approval as they were unable to pay the debts or involved in legal proceedings.

Among the 11 companies in which Mr. Li served as a director prior to their dissolutions, only New Prospect was dissolved due to its inability to pay debts. Given that Mr. Li was (i) only appointed as a director of New Prospect in July 2004 and he was not involved in its operation or management prior to his appointment, thus he was not aware of Ananda's failure to inject capital and its liquidation until his appointment; and (ii) Mr. Li was appointed as a director of CE Hong Kong only recently in April 2017, our Directors are of the view that the dissolution of New Prospect or its inability to pay debts was not caused by any wrongful act of Mr. Li.

Save as disclosed above, there is no information which is disclosable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(3) Mr. TSOI David

Position and Experience

Mr. Tsoi David (“Mr. Tsoi”), 71, is the independent non-executive Director, the chairman of the audit committee and also a member of the investment committee of the Company.

Mr. Tsoi has been a director of Alliot, Tsoi CPA Limited since January 2006. He has been a certified public accountant since September 1981 with over 30 years of experience in accounting, auditing and financial management. He is also qualified as and has been:

- (a) a certified public accountant registered at the Hong Kong Institute of Certified Public Accountant;
- (b) a certified tax advisor registered at the Taxation Institute of Hong Kong;
- (c) a fellow of the Association of Chartered Certified Accountants since September 1981;
- (d) a fellow of the Institute of Chartered Accountants in England and Wales since May 2015;
- (e) a member of the Society of Chinese Accountants and Auditors since April 1987 and a fellow since December 2015;
- (f) a fellow of the CPA Australia since November 2009; and
- (g) a member of the Chartered Professional Accountants of British Columbia, Canada since June 2015.

He has also been an independent non-executive director of the following listed companies, all of which are listed on the Hong Kong Stock Exchange:

- (a) Loto Interactive Limited (formerly known as “MelcoLot Limited”) (stock code: 8198) from October 2001 to July 2017;
- (b) Enviro Energy International Holdings Ltd (stock code: 1102) from July 2008 to June 2017;
- (c) Universal Technologies Holdings Limited (stock code: 1026) since June 2013;

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

- (d) Guru Online (Holdings) Limited (stock code: 8121) since May 2014;
- (e) VPower Group International Holdings Limited (stock code: 1608) since October 2016;
- (f) Anxin-China Holdings Limited (stock code: 1149) from February 2017 to May 2017;
- (g) Green International Holdings Limited (stock code: 2700) since June 2017; and
- (h) Tianli Holdings Group Limited (stock code: 117) since August 2017.

Mr. Tsoi obtained a master degree of business administration in the University of East Asia, Macau in October 1986.

Save as disclosed above, Mr. Tsoi has not held any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Tsoi has entered into a service contract with the Company for a term of three years commencing from 16 January 2018 (the date of listing of the Shares on the Stock Exchange), which shall be renewed as determined by the Board or Shareholders. The appointment may be terminated by either party giving at least three months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

Relationships

Mr. Tsoi does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Tsoi is not interested in Shares in the Company within the meaning of Part XV of the SFO.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Director's emoluments

Under the terms of service contract, Mr. Tsoi is entitled to director's remuneration fee of approximately HK\$207,290.00 for the year 2018. Save for the director's remuneration fee, Mr. Tsoi is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Tsoi involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tsoi that need to be brought to the attention of the Shareholders.

After taking into account all the factors for assessing independence of Mr. Tsoi as set out in Rule 3.13 of the Listing Rules and considering his annual confirmation of independence to the Company, the Nomination Committee has assessed the independence of Mr. Tsoi and believes that his valuable knowledge and experience in auditing, financial and accounting expertise continue to generate significant contribution to the Company and the Shareholders as a whole. The Nomination Committee is satisfied that he is independent and will continue to bring independent and objective perspectives to the Company's affairs.

Both the Board and the Nomination Committee consider the re-election of Mr. Lin, Mr. Li and Mr. Tsoi is in the best interests of the Company and the Shareholders as a whole. The proposed re-election of the above Directors will be considered by separate resolutions at the Annual General Meeting.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 441,400,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 441,400,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 44,140,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

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 accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
April	1.10	0.86
May	1.04	0.87
June	1.35	0.97
July	1.04	0.85
August	0.97	0.84
September	0.87	0.76
October	0.82	0.69
November	0.80	0.71
December	0.76	0.65
2019		
January	0.80	0.71
February	1.00	0.73
March	0.95	0.81
April (<i>up to the Latest Practicable Date</i>)	0.90	0.80

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, 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 interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Lucky Link Investments Limited ("Lucky Link") and Top Charm Investments Limited ("Top Charm") directly hold 67.49% and 7.50% of the issued Shares, respectively. Capital Century holds 100% shares in Lucky Link and Top Charm and is therefore deemed to be interested in 297,900,000 and 33,100,000 Shares held by Lucky Link and Top Charm, respectively. Capital Century is taken to have an interest in a total of 331,000,000 Shares, representing approximately 74.99% of the total number of Shares.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

If the present shareholdings and capital structure of the Company remain the same, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate beneficial interest of Capital Century would be increased to approximately 83.32% of the issued Shares, resulting in less than 25% of the issued share capital of the Company being held by the public as required under the Listing Rules. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



EVERBRIGHT GRAND CHINA ASSETS LIMITED 光大永年有限公司

*(Incorporated in the British Virgin Islands with limited liability and
transferred by way of continuation into the Cayman Islands)*
(Stock code: 3699)

Notice is hereby given that the Annual General Meeting of Everbright Grand China Assets Limited (the “Company”) will be held at Drawing Room, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 20 June 2019 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2018.
- 2(a). To re-elect Mr. LIN Zimin as executive director of the Company.
- 2(b). To re-elect Mr. LI Yinzong as non-executive director of the Company.
- 2(c). To re-elect Mr. TSOI David as independent non-executive director of the Company.
- 2(d). To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint KPMG as auditors and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement 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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such 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 recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board

LIU Jia

Chairman

Hong Kong, 26 April 2019

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 2:00 p.m. on Tuesday, 18 June 2019) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 17 June 2019 to Thursday, 20 June 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 June 2019.
5. A circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the 2018 Annual Report.
6. References to time and dates in this notice are to Hong Kong time and dates.