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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bison Finance Group Limited**, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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BISON FINANCE GROUP LIMITED
貝森金融集團有限公司

(formerly known as RoadShow Holdings Limited 路訊通控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 9 of this circular.

A notice convening the annual general meeting of Bison Finance Group Limited (the “**Company**”) to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 10:30 a.m. (the “**AGM**”) is set out on pages AGM-1 to AGM-6 of this circular. Whether or not you propose to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M 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 AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so desire.

30 April 2018

* For identification purposes only

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 10:30 a.m. or at any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Company”	Bison Finance Group Limited (formerly known as RoadShow Holdings Limited (路訊通控股有限公司 [*])), a company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock code: 888)
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	24 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme of the Company proposed to be adopted at the AGM, the principal terms of which are set out in Appendix III to this circular

^{*} For identification purposes only

DEFINITIONS

“Option(s)”	option(s) to subscribe for Shares pursuant to the New Share Option Scheme
“Participants”	<p>any of the following categories of persons who may be invited by the Board to take up options granted under the New Share Option Scheme:</p> <ul style="list-style-type: none">(a) a full-time or part-time employee of the Group;(b) a director or proposed director (including an independent non-executive director) of any member of the Group;(c) a direct or indirect shareholder of any member of the Group;(d) a supplier of goods or services to any member of the Group;(e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group;(f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group;(g) a lender or financier to any member of the Group; and(h) an associate of any of the foregoing persons.
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, Macao Special Administrative Region of the PRC and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company

DEFINITIONS

“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to buy back Shares during the period as set out in the Resolution no. 4(B) of the notice of Annual General Meeting up to a maximum of 10% of the total number of issued Shares as at the date of passing of the resolution approving the Share Buy-back Mandate
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares during the period as set out in the Resolution no. 4(A) of the notice of Annual General Meeting up to a maximum of 20% of the total number of issued Shares as at the date of passing of the resolution approving the Share Issue Mandate
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

BISON FINANCE GROUP LIMITED **貝森金融集團有限公司**

(formerly known as RoadShow Holdings Limited 路訊通控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

Board of Directors:

Mr. XU Peixin⁺

Dr. MA Weihua⁺⁺

Mr. BIAN Fang⁺

Mr. ZHU Dong⁺

Dr. QI Daqing[#]

Mr. CHEN Yigong[#]

Mr. FENG Zhonghua[#]

⁺ *Executive Director*

⁺⁺ *Non-executive Director*

[#] *Independent Non-executive Director*

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Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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Rooms 4105-06, 41/F

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

30 April 2018

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to (i) granting the Directors the Share Issue Mandate; (ii) granting the Directors the Share Buy-back Mandate; (iii) the re-election of the retiring Directors; and (iv) the proposed adoption of the New Share Option Scheme; and to give you notice of Annual General Meeting at which ordinary resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Buy-back Mandate, the re-election of the retiring Directors and the proposed adoption of the New Share Option Scheme.

* *For identification purposes only*

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares pursuant to the Share Issue Mandate. The Shares which may be allotted and issued pursuant to the Share Issue Mandate shall not exceed 20% of the total number of issued Shares as at the date of passing of the resolution approving the Share Issue Mandate. As at the Latest Practicable Date, the total number of issued Shares comprised 1,184,865,332 Shares. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 236,973,066 Shares.

The Share Issue Mandate shall expire upon whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the laws of Bermuda; and (iii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Issue Mandate are set out in Resolution no. 4(A) of the notice of Annual General Meeting on pages AGM-1 to AGM-6 of this circular.

In addition, subject to the passing of the ordinary resolution approving the Share Buy-back Mandate, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the total number of Shares bought back pursuant to the Share Buy-back Mandate, if granted. Details of the extension of the Share Issue Mandate are set out in Resolution no. 4(C) of the notice of Annual General Meeting on pages AGM-1 to AGM-6 of this circular.

3. SHARE BUY-BACK MANDATE

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to buy back issued and fully paid Shares in the capital of the Company. Under the Share Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares as at the date of passing of the resolution approving the Share Buy-back Mandate. The Company's authority is restricted to buy-backs made on the Stock Exchange.

As at the Latest Practicable Date, the total number of issued Shares comprised 1,184,865,332 Shares. Exercise in full of the Share Buy-back Mandate, on the basis that no further Shares are issued or bought back between the period from the Latest Practicable Date to the date of the AGM, the number of Shares that could be bought back under the Share Buy-back Mandate shall be up to 118,486,533 Shares.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Buy-back Mandate together with the details of the buy-backs of the Shares made by the Company during the six months preceding the Latest Practicable Date (if any), are set out in Appendix I to this circular. The Share Buy-back Mandate allows the Company to make buy-backs only during the period ending on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the laws of Bermuda; and (iii) the date upon which such authority given under the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Buy-back Mandate are set out in Resolution no. 4(B) of the notice of Annual General Meeting on pages AGM-1 to AGM-6 of this circular.

4. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with the Company's Bye-law 87 and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Mr. XU Peixin, Dr. MA Weihua and Dr. QI Daqing will retire as Directors by rotation at the AGM and, being eligible, have offered themselves for re-election.

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

5. PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The Company previously adopted a share option scheme on 7 June 2001 and was expired on 6 June 2011.

In order to reward the Participants and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole, and to provide them with the opportunity to acquire proprietary interests in the Company, the Directors consider that the Company should adopt a new share option scheme. The terms of the New Share Option Scheme have been prepared so as to comply with Chapter 17 of the Listing Rules and the Board would like to seek the Shareholders' approval at the AGM for the adoption of the New Share Option Scheme. The Company will continue to comply with the relevant Listing Rules from time to time in force in respect of the New Share Option Scheme. A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular.

LETTER FROM THE BOARD

The Directors believe that the authority given to the Board under the New Share Option Scheme to specify any minimum holding period and/or performance targets as conditions in any Option granted (as maybe appropriate) and the requirement for a minimum subscription price will serve to protect the value of the Company and to achieve the purpose of retaining and motivating high-calibre personnel to contribute to the Company.

The maximum number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme shall not exceed 10% of the aggregate of the Shares in issue on the date of the approval of the Shareholders for the adoption of the New Share Option Scheme. As at the Latest Practicable Date, the total number of issued Shares comprised 1,184,865,332 Shares. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the adoption of the New Share Option Scheme, the total number of Shares which may be issued on the exercise of Options to be granted under the New Share Option Scheme and any Options granted and to be granted under the New Share Option Scheme is 118,486,533 Shares.

As at the Latest Practicable Date, no Options under the New Share Option Scheme was granted. The Directors consider that it is not appropriate or helpful to the Shareholders to state the value of all Options that can be granted pursuant to the New Share Option Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders, since the Options to be granted shall not be transferable or assignable and no grantee of the New Share Option Scheme shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any other person over or in relation to any Option held by him or any offer made to him or attempt to do so, except for the transmission of an Option on the death of the grantee of the New Share Option Scheme to his personal representative(s) on terms of the New Share Option Scheme.

In addition, the calculation of the value of the Options is based on a number of variables such as exercise price, the exercise period, interest rate, expected volatility and other relevant variables. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and may be misleading to the Shareholders.

Application will be made to the Stock Exchange for listing of and permission to deal in the Shares to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

As far as the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution in relation to the adoption of the New Share Option Scheme. None of the Directors is trustee of the New Share Option Scheme or has a direct or indirect interest in the trustee.

LETTER FROM THE BOARD

A copy of the draft rules of the New Share Option Scheme will be available for inspection at the principal office of the Company at Rooms 4105-06, 41/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM and at the AGM.

6. AGM

A notice convening the AGM to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 10:30 a.m. is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate by adding to it the total number of Shares bought back pursuant to the Share Buy-back Mandate, the re-election of the retiring Directors and the proposed adoption of the New Share Option Scheme.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM must be taken by poll.

A proxy form for use at the AGM is enclosed herein. Whether or not you propose to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so desire.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 5 June 2018 to 8 June 2018, both dates inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 4 June 2018.

8. 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 enquires, 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 misleading.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the grant of the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate by adding to it the total number of Shares bought back pursuant to the Share Buy-back Mandate, the re-election of the retiring Directors and the proposed adoption of the New Share Option Scheme to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

By Order of the Board
Bison Finance Group Limited
XU Peixin
Executive Director

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the Share Buy-back Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully-paid up shares traded on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to certain restrictions.

2. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the total number of issued Shares comprised 1,184,865,332 Shares. Subject to the passing of the ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Shares will be issued or bought back prior to the date of the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 118,486,533 Shares.

3. REASONS FOR BUY-BACK OF SHARES

The Directors consider that the Share Buy-back Mandate is in the interest of the Company and the Shareholders as a whole and will provide the Company the flexibility to make buy-backs of Shares when appropriate and beneficial to the Company. Such buy-backs may, depending on the circumstances, enhance the net asset value of the Company and/or earnings per Share.

The Directors intend that buy-backs will only be made when they believe that a buy-back of Shares will benefit the Company and the Shareholders.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND OTHER CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any close associates of any of the Directors has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company. No other core connected persons of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buy-back of Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye-laws of the Company.

6. EFFECT OF THE TAKEOVERS CODE

A buy-back of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation 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 Directors, Bliss Chance Global Limited held or beneficially owned approximately 57.43% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, Bliss Chance Global Limited would hold approximately 63.81% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

7. SOURCE OF FUNDS

The Company is empowered by its Memorandum of Association and Bye-laws and the laws of Bermuda to buy back its Shares. Buy-backs will be funded entirely from the funds legally available for that purpose. The laws of Bermuda provide that the amount of capital repaid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

As compared with the financial position of the Company as at 31 December 2017, the Directors consider that there may be a material adverse impact on the working capital and the gearing position of the Company in the event that the proposed share buy-backs were to be carried out in full during the proposed buy-back period. However, the Directors propose that no buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company on the Stock Exchange or otherwise in the six months prior to the Latest Practicable Date.

9. SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2017	0.95	0.85
May 2017	0.97	0.81
June 2017	0.90	0.79
July 2017	0.88	0.83
August 2017	0.96	0.82
September 2017	0.97	0.88
October 2017	1.13	0.90
November 2017	1.14	1.10
December 2017	1.64	1.09
January 2018	1.54	1.26
February 2018	1.95	1.18
March 2018	1.97	1.63
April 2018 (up to the Latest Practicable Date)	1.84	1.51

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.

Mr. XU Peixin (“Mr. Xu”)

Mr. Xu, aged 46, was appointed as an executive Director on 21 November 2017. He has more than 10 years of corporate executive management and investment experience. From June 2005 to June 2012, Mr. Xu was a venture partner of New Enterprise Associates (Beijing), Ltd., one of the group companies of New Enterprise Associates, Inc. which is a venture capital firm. He was primarily involved in designing and executing investment strategies in the retail and healthcare industries. Mr. Xu also served as a director of AirMedia Group Inc., a NASDAQ Stock Market-listed company and a leading operator of out-of-home advertising platforms in the PRC, which operates digital TV screens in 37 airports and digital frames in 32 airports and providing advertisements on airline routes, as well as operating traditional media platforms such as billboards, lightboxes and LED screens, from September 2013 to December 2016. Mr. Xu founded Bison Capital Holding Company Limited, which is an investment holding company specialised in investments in the media and financial industries, and has been an executive director since December 2013. In May 2010, Mr. Xu was nominated as a chief committee member of the Expert Committee of the APEC E-Commerce Business Alliance. Save as disclosed above, Mr. Xu does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Xu has entered into a service contract with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director’s fee of HK\$200,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Xu is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Xu is deemed to be interested in 680,508,005 Shares within the meaning of Part XV of the SFO and is a controlling Shareholder. Save as disclosed above, he does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Xu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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

Dr. MA Weihua (“Dr. Ma”)

Dr. Ma, aged 69, was appointed as a non-executive Director on 21 November 2017. He was the former president of China Merchants Bank Co., Ltd from 2004 to 2013 and served as its executive director and chief executive officer from 1999 to 2013. Dr. Ma formerly served as the chairman of CIGNA & CMC Life Insurance Company Limited, and served as the chairman of Wing Lung Bank Limited from 2008 to 2015. He was an adjunct professor of the School of Economics and Management of Tsing Hua University, the PRC from 2006 to 2009. Dr. Ma is currently a member of the 12th National Committee of the Chinese People’s Political Consultative Conference (“CPPCC”). He was a deputy to the 10th National People’s Congress from 2003 to 2008 and a member of the 11th National Committee of the CPPCC from 2008 to 2013. In addition, he is currently the chairman of National Fund for Technology Transfer and Commercialisation.

Dr. Ma is currently an independent non-executive director of China Eastern Airlines Corporation Limited (a company listed on the Stock Exchange with stock code: 670 and the Shanghai Stock Exchange with stock code: 600115) since October 2013, Postal Savings Bank of China Co., Ltd. (a company listed on the Stock Exchange with stock code: 1658) since December 2013, Legend Holdings Corporation (a company listed on the Stock Exchange with stock code: 3396) since June 2015 and China World Trade Center Co. Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 600007) since August 2014. He was previously an independent non-executive director of China Petroleum & Chemical Corporation (a company listed on the Stock Exchange with stock code: 386 and the Shanghai Stock Exchange with stock code: 600028) from May 2010 to May 2015, China Resources Land Limited (a company listed on the Stock Exchange with stock code: 1109) from July 2013 to June 2017, Winox Holdings Limited (a company listed on the Stock Exchange with stock code: 6838) from June 2011 to March 2015 and Guotai Junan Securities Co., Ltd. (a company listed on the Stock Exchange with stock code: 2611 and the Shanghai Stock Exchange with stock code: 601211) from January 2013 to May 2016. Save as disclosed above, Dr. Ma does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Dr. Ma has entered into a service contract with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director’s fee of HK\$300,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Dr. Ma is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Dr. Ma does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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

Dr. Qi Daqing (“Dr. Qi”)

Dr. Qi, aged 54, was appointed as an independent non-executive Director on 21 November 2017. He is the chairman of the audit committee of the Company and a member of the remuneration committee and the nomination committee of the Company. He is a professor of accounting and former associate dean of Cheung Kong Graduate School of Business (“CKGSB”) in Beijing, the PRC. He began teaching in CKGSB in 2002 and was the founding director of the executive master of business association programme. His primary research interests are in financial accounting and reporting as well as profit manipulation by management of listed companies.

Dr. Qi received his degree of doctor of philosophy in business administration from Michigan State University in 1996, master of business administration degree from the University of Hawaii at Manoa in 1992 and bachelor of science and arts degrees from Fudan University, the PRC in 1985 and 1987 respectively.

Dr. Qi is currently an independent director of Sohu.com Inc. (a company listed on NASDAQ (Symbol: SOHU)) since 2005, iKang Healthcare Group, Inc. (a company listed on NASDAQ (Symbol: KANG)) since 2014 and Momo Inc. (a company listed on NASDAQ (Symbol: MOMO)) since 2014, an independent non-executive director of SinoMedia Holding Limited (a company listed on the Stock Exchange with stock code: 623) since May 2008, Jutal Offshore Oil Services Limited (a company listed on the Stock Exchange with stock code: 3303) since July 2015 and Yunfeng Financial Group Limited (a company listed on the Stock Exchange with stock code: 376) since February 2016. Dr. Qi was previously an independent non-executive director of Dalian Wanda Commercial Properties Co., Ltd. (a company which was delisted from the Stock Exchange in September 2016 with stock code: 3699) from January 2016 to September 2016 and Honghua Group Limited (a company listed on the Stock Exchange with stock code: 196) from January 2008 to December 2017, and an independent director of Bona Film Group Limited (a company which was delisted from NASDAQ in April 2016 (Symbol: BONA)) from December 2010 to April 2016. Save as disclosed above, Dr. Qi does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Dr. Qi has entered into a letter of appointment with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director's fee of HK\$300,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Dr. Qi is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Dr. Qi does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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

The following is a summary of the principal terms of the New Share Option Scheme (for the purposes of this appendix, the “Share Option Scheme”) to be approved at the AGM. For the purpose of the Share Option Scheme, references to “Board” shall mean the Board of Directors or a committee thereof appointed for the purpose of administering the Share Option Scheme.

1. PURPOSE

The purpose of the Share Option Scheme is to provide participants of the Share Option Scheme with the opportunity to acquire proprietary interests in the Company as a reward for their contribution and to encourage participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole. The Share Option Scheme, on one hand, could serve as a means to provide a reward for the contribution made by the Participants in the previous years, on the other hand, it could serve as a forward-looking encouragement to the Participants to continue to contribute to the Group. It also provides the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to its participants.

2. WHO MAY JOIN

On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board may offer to grant an Option to any of the following categories of persons (the “Participant(s)”) who may be invited by the Board to take up Options granted under the Share Option Scheme:

- (a) a full-time or part-time employee of the Group;
- (b) a director or proposed director (including an independent non-executive director) of any member of the Group;
- (c) a direct or indirect shareholder of any member of the Group;
- (d) a supplier of goods or services to any member of the Group;
- (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group;
- (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group;
- (g) a lender or financier to any member of the Group; and
- (h) an associate of any of the foregoing persons.

3. ADMINISTRATION

The Share Option Scheme shall be subject to the administration of the Board, and the decision of the Board shall be final and binding on all parties. The Board shall have the right to:

- (a) interpret and construe the provisions of the Share Option Scheme;
- (b) determine the persons who will be offered Options under the Share Option Scheme, the number of Shares and the subscription price, subject to paragraph 7 below, in relation to such Options;
- (c) subject to paragraphs 15 and 16 below, make such appropriate and equitable adjustments to the terms of the Options granted under the Share Option Scheme as it deems necessary; and
- (d) make such other decisions or determinations as it shall deem appropriate in the administration of the Share Option Scheme.

4. LIFE OF THE SHARE OPTION SCHEME

Subject to paragraphs 17 and 19, the Share Option Scheme shall be valid and effective for a period of ten years commencing on the adoption date of the Share Option Scheme. After the expiry of the ten year period, no further Options shall be offered or granted, but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the end of the ten year period.

5. GRANT OF OPTIONS

On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board shall be entitled at any time within ten years after the date of adoption of the Share Option Scheme to make an offer of the grant of an Option to any Participant, as the Board may in its absolute discretion select, to take up an Option pursuant to which such Participant may, during the Option period, subscribe for such number of Shares as the Board may determine at the subscription price. The offer shall specify the terms on which the Option is to be exercised. Such terms may include any minimum period(s) for which an Option must be held and/or any minimum performance target(s) that must be reached, before the Option can be exercised in whole or in part, and may include at the discretion of the Board other terms imposed (or not imposed) either on a case by case basis or generally. It is not a mandatory condition for the Participant(s): (i) to achieve a minimum performance target; or (ii) to hold the Options for a minimum period before exercise of the Options granted. The vesting conditions could vary on a case-by-case basis at the discretion of the Board.

No offer shall be made and no Option shall be granted to any Participant after inside information has come to the Company's knowledge until it has announced the information. In particular, the Company shall not grant any Option during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the requirements of the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to publish an announcement of, its results for any year or half-year in accordance with the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement and where an Option is granted to a director of the Company, no Options shall be granted:

- (a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (b) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-yearly results or, if shorter, the period from the end of the relevant quarterly or half-yearly period up to the publication date of the results.

For the avoidance of doubt, the period during which no Option shall be granted mentioned above shall include any period of delay in the publication of a results announcement.

6. PAYMENT ON ACCEPTANCE OF OPTION OFFER

An offer shall remain open for acceptance by the Participant concerned for a period of 14 days from the date on which the letter containing the offer of the grant of Option is delivered to that Participant. An offer shall be deemed to have been accepted and the Option to which the offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the offer duly signed by the Participant who accepts an offer of the grant of an Option in accordance with the terms of the Share Option Scheme or (where the context so permits) any person who is entitled to any such Option in consequence of the death of the original grantee, or the legal personal representative of such person (the "**Grantee**") with the number of Shares in respect of which the offer is accepted clearly stated therein, together with a remittance or payment in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company. Such remittance payment shall not be refundable in any circumstances.

7. SUBSCRIPTION PRICE

The subscription price in respect of any particular Option shall, subject to the adjustments referred to in paragraph 15 below, be such price determined by the Board in its absolute discretion (after taking into account the contribution made by the Participant and whether the Option would be served as an encouragement to the Participant to enhance the value of the Shares) and notified to the Participant in the offer at the time of grant of the relevant Option and the subscription price shall not be less than the highest of:

- (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant;
- (b) the average closing prices of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and
- (c) the nominal value of a Share on the date of grant.

8. OPTION PERIOD

The period within which the Shares must be taken up under an Option shall be the period of time to be notified by the Board to each Grantee at the time of making an offer, which shall be determined by the Board in its absolute discretion at the time of grant, but such period must not exceed ten years from the date of grant of the relevant Option.

9. RIGHTS ARE PERSONAL TO GRANTEE

An Option and an offer shall be personal to the Grantee and shall not be transferable or assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any other person over or in relation to any Option held by him or any offer made to him or attempt to do so, except for the transmission of an Option on the death of the Grantee to his personal representative(s) on terms of the Share Option Scheme. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee without incurring any liability on the part of the Company.

10. RIGHTS ATTACHING TO SHARES ALLOTTED

The Shares to be allotted and issued upon the exercise of an Option shall be subject to all the provisions of the memorandum of association and Bye-laws of the Company for the time being in force and shall rank *pari passu* with the fully paid Shares in issue on the date the name of the Grantee is registered on the register of members of the Company. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company), in respect of the Shares to be issued upon the exercise of the Option.

11. EXERCISE OF OPTION

Subject to the terms and conditions upon which such Option was granted, an Option may be exercised by the Grantee at any time during the Option period, provided that:

- (a) in the event the Grantee (being an employee or a director of any member of the Group) ceases to be a Participant for any reason other than (i) his death or (ii) on one or more of the grounds of termination of employment or engagement specified in paragraph 12(f) below, the Option shall lapse on the date of cessation of such employment or engagement and not be exercisable unless the Board otherwise determines in which event the Option shall be exercisable to the extent and within such period as the Board may determine. The date of cessation of employment of a Grantee (being an employee and who may or may not be a director of any member of the Group) shall be the last actual working day on which the Grantee was physically at work with the Company or the relevant subsidiary, whether salary is paid in lieu of notice or not (or such longer period as the Board may determine);
- (b) in the event the Grantee dies before exercising the Option in full and none of the events for termination of employment or engagement under paragraph 12(f) below then exists with respect to such Grantee, the personal representative(s) of the Grantee shall be entitled within a period of 12 months (or such longer period as the Board may determine) from the date of death to exercise the Option up to the entitlement of such Grantee as at the date of death;
- (c) if a general offer by way of voluntary offer, takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph 11(d) below) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Company shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company at any time within such period as shall be notified by the Company;
- (d) if a general offer for Shares by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings, the Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company;

- (e) in the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three business days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option; and
- (f) in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 11(d) above, between the Company and its members and/or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all Grantees on the same day as it first gives notice of the meeting to its members and/or creditors to consider such a compromise or arrangement and the Grantee may at any time thereafter but before such time as shall be notified by the Company exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three business days prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.

12. LAPSE OF OPTION

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option period (subject to the provisions of paragraphs 17 and 19);
- (b) the date or the expiry of the periods for exercising the Option as referred to in paragraph 11 above;
- (c) subject to the scheme of arrangement (referred to in paragraph 11(d) above) becoming effective, the expiry of the period for exercising the Option as referred to in paragraph 11(d) above;
- (d) subject to paragraph 11(e) above, the date of the commencement of the winding-up of the Company;
- (e) the date on which the Grantee commits a breach of paragraph 9 above;

- (f) the date on which the Grantee (being an employee or a director of any member of the Group) ceases to be a Participant by reason of the termination of his employment or engagement on the grounds that he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become bankrupt or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty, or on any other ground on which an employer would be entitled to terminate his employment summarily;
- (g) the date on which the Grantee (being a corporation) appears either to be unable to pay or to have no reasonable prospect of being able to pay its debts or has become insolvent or has made any arrangement or composition with its creditors generally;
- (h) where the Grantee is an employee, director, officer, a supplier of goods or services, a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative or a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services or a lender or financier to any member of the Group (other than the Company), the date on which such member ceases to be a subsidiary; and
- (i) unless the Board otherwise determines, and other than in the circumstances referred to in paragraph 11(a) or (b) above, the date the Grantee ceases to be a Participant (as determined by a Board resolution) for any reason.

Transfer of employment, engagement or relationship from one member of the Group to another member of the Group shall not be considered as a cessation of employment, engagement or relationship.

13. CANCELLATION OF OPTION

Any Options granted but not exercised may be cancelled if the Grantee so agrees and new Options may be granted to the Grantee provided such new Options are granted within the limits prescribed by paragraph 14 below and otherwise comply with the terms of the Share Option Scheme.

14. MAXIMUM NUMBER OF SHARES SUBJECT TO OPTIONS

- (a) The overall limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time (the “**Scheme Limit**”), which represents in aggregate up to 355,459,599 Shares on the date of approval of the Shareholders for the adoption of the Share Option Scheme (assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the adoption of the Share Option Scheme);

- (b) The Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares in issue on the date of the approval of the Shareholders for the adoption of the Share Option Scheme, which is in aggregate up to 118,486,533 Shares (the “**Scheme Mandate Limit**”) (assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the adoption of the Share Option Scheme). Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit;
- (c) The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders’ approval. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders’ approval. Options previously granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled, lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the limit as refreshed. A circular must be sent to Shareholders in connection with the meeting at which their approval will be sought;
- (d) The Company may also seek separate Shareholders’ approval for granting Options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before the aforesaid Shareholders’ meeting where such approval is sought. A circular shall be sent to Shareholders containing (among other requirements as specified under the Listing Rules) a generic description of the identified Participants, the number and terms of the Options to be granted, the purpose of granting Options to the identified Participants, and how those Options serve such purpose;
- (e) The total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised, cancelled and outstanding Options) in any 12 month period shall not exceed 1% of the Shares in issue (the “**Individual Limit**”). Any further grant of Options to a Participant which would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such Participant (including exercised, cancelled and outstanding Options) in the 12 month period up to and including the date of grant of such further Options exceeding the Individual Limit shall be subject to Shareholders’ approval in advance with such Participant and his close associates (or his associates if such Participant is a connected person) abstaining from voting; and
- (f) The maximum number of Shares referred to in this paragraph 14 shall be adjusted, in such manner as the auditors or the financial advisor of the Company retained for such purpose shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company in accordance with paragraph 15 below whether by way of capitalisation of profits or reserves, rights issue, subdivision or consolidation of Shares, or reduction of the share capital of the Company, but in any event shall not exceed the Scheme Limit prescribed in paragraph 14(a) above.

15. REORGANISATION OF CAPITAL STRUCTURE AND SPECIAL DIVIDENDS

In the event of an alteration in the capital structure of the Company whilst any Option remains exercisable whether by way of capitalisation of profits or reserves, rights issue, subdivision or consolidation of Shares, or reduction of the share capital of the Company (other than an issue of Shares as consideration in a transaction), such corresponding alterations (if any) shall be made to:

- (a) the number or nominal amount of Shares subject to the Option so far as unexercised; or
- (b) the subscription price; or
- (c) the method of exercise of the Option;

or any combination thereof, as the auditors or a financial adviser engaged by the Company for such purpose shall, at the request of the Company, certify in writing, either generally or as regards to any particular Grantee, to be in their opinion fair and reasonable, provided that any such adjustments give a Grantee the same proportion of the equity capital of the Company as that to which that Grantee was previously entitled, but so that no such adjustments be made to the extent that a Share would be issued at less than its nominal value.

16. ALTERATION OF THE SHARE OPTION SCHEME

- (a) Subject to paragraph 16(b) below, the Board may amend any of the provisions of the Share Option Scheme (including without limitation amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions imposed by the provisions of the Share Option Scheme, which are not found in Chapter 17 of the Listing Rules) at any time (but not so as to affect adversely any rights which have accrued to any Grantee at that date);
- (b) Those specific provisions of the Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Participants, and no changes to the authority of the Directors or administrator of the Share Option Scheme in relation to any alteration of the terms of the Share Option Scheme shall be made, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature, or any change to the terms of Options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme. The Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules; and

- (c) Notwithstanding any approval obtained pursuant to paragraph 16(b) above, no amendment shall operate to adversely affect the terms of issue of any Option granted or agreed to be granted prior to such amendment except with the consent or sanction in writing of such number of Grantees as shall together hold Options in respect of not less than three-fourths in nominal value of all Shares then subject to the Options granted under the Share Option Scheme, except where such amendment takes effect automatically under the existing terms of the Share Option Scheme.

17. TERMINATION OF SHARE OPTION SCHEME

The Company by ordinary resolution in general meeting or the Board may at any time resolve to terminate the operation of the Share Option Scheme and in such event no further Options shall be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect. Options which are unexercised and unexpired immediately prior to the termination of the operation of the Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the termination of the Share Option Scheme.

18. OFFERS MADE TO A DIRECTOR, CHIEF EXECUTIVE OR EMPLOYEE WHO IS ALSO A SUBSTANTIAL SHAREHOLDER OF THE COMPANY OR ANY OF THEIR RESPECTIVE ASSOCIATES

Each grant of Options to any Director, chief executive or substantial Shareholder of the Company (or any of their respective associates) shall be subject to the prior approval of the independent non-executive Directors of the Company (excluding any independent non-executive Director who is a proposed Grantee of the grant of Options). Where any grant of Options to a substantial Shareholder or an independent non-executive Director of the Company, or any of their respective associates would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12 month period (or such other period as may from time to time be specified by the Stock Exchange) up to and including the date of grant:

- (a) representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue on the date of the grant of Option; and
- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million (or such other amount as may from time to time be specified by the Stock Exchange),

such grant of Options shall be subject to prior approval by the Shareholders (voting by way of poll). The Grantee, his associates and all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting at such general meeting, except that any such person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith.

19. CONDITIONS OF SHARE OPTION SCHEME

The Share Option Scheme shall take effect subject to and is conditional upon:

- (a) the approval of the Shareholders in a general meeting of the Company for the adoption of the Share Option Scheme; and
- (b) the approval of the Stock Exchange for the listing of and permission to deal in, the Shares (representing the Scheme Mandate Limit) to be allotted and issued pursuant to the exercise of the Options in accordance with the terms and conditions of the Share Option Scheme.

If any of the conditions in paragraph 19(a) and 19(b) is not satisfied on or before the date following two months after the adoption date of the Share Option Scheme is fulfilled (or such later date as the Board may decide), the Share Option Scheme shall forthwith determine, and any Option granted or agreed to be granted pursuant to the Share Option Scheme and any offer of such grant shall be of no effect and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme or any such Option.

NOTICE OF ANNUAL GENERAL MEETING

BISON FINANCE GROUP LIMITED

貝森金融集團有限公司

(formerly known as RoadShow Holdings Limited 路訊通控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Bison Finance Group Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 10:30 a.m. for the following purposes:

1. to receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2017.
2. (A) each as a separate resolution, to re-elect the following retiring directors of the Company (“**Directors**”):
 - (i) Mr. XU Peixin;
 - (ii) Dr. MA Weihua; and
 - (iii) Dr. QI Daqing;
- (B) to approve and ratify the payment of Directors’ fees for the year ended 31 December 2017.
- (C) to authorise the Board of Directors to fix the remuneration of Directors.
3. to re-appoint KPMG as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. (A) “**THAT:**

- (i) subject to paragraphs (iii) and (iv) of this Resolution, pursuant to the Rules Governing the Listing of Securities on 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 hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares in the capital of the Company (the “**Shares**”); (ii) securities convertible into Shares; or (iii) options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements and options which might require such securities to be issued, allotted or disposed of, in exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers to allot, issue or dispose of such securities as referred to in paragraph (i) of this Resolutions after the expiry of the Relevant Period and to make such allotment, issue and disposal under such offers, agreements and options;
- (iii) the aggregate number of Shares 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 (i) of this Resolution, otherwise than pursuant to:
 - (a) a Rights Issue (as hereinafter defined); or
 - (b) an issue of Shares upon the exercise of the subscription rights or conversion rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any securities of the Company which are convertible into Shares; or
 - (c) any scrip dividend scheme or similar arrangement providing for issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws of the Company;

shall not exceed 20 per cent of the total number of issued shares of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (i) of this Resolution as may be extended by Resolution no. 4(C) set out in the notice convening the AGM if so passed, as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval, shall be adjusted to such extent accordingly;

(v) for the purposes of this Resolution:

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

- (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 the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) “**THAT**:

(i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate number of shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (i) of this Resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back pursuant to the approval in paragraph (i) of this Resolution as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval shall be adjusted to such extent accordingly; and

(iii) for the purposes of this Resolution:

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

- (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 the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolutions nos. 4(A) and 4(B) set out in the notice of the AGM of which this resolution forms part, the general unconditional mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with or agree to allot, issue and deal with additional Shares and other securities of the Company pursuant to Resolution no. 4(A) be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of the total number of shares of the Company bought back by the Company pursuant to the general unconditional mandate to buy back shares referred in Resolution no. 4(B) provided that such extended number of Shares shall not exceed 10 per cent of the total number of issued Shares as at the date of the passing of this Resolution.”

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5. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares fall to be issued pursuant to the exercise of any options granted under the new share option scheme, a copy of which marked “A” is produced to the AGM and for the purpose of identification signed by the Chairman hereof (the “**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted by the Company and that the Directors be and are hereby authorised to grant options to the participants under the New Share Option Scheme and to allot and issue Shares upon the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the New Share Option Scheme.”

By Order of the Board
Bison Finance Group Limited
Christine MAK Lai Hung
Company Secretary

Hong Kong, 30 April 2018

Notes:

- (1) Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (2) The instrument appointing a proxy and 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 lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (“**Hong Kong Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from 5 June 2018 to 8 June 2018, both dates inclusive, for the purpose of ascertaining shareholders’ entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 4 June 2018.
- (4) Regarding Resolution no. 2(A) above, Mr. XU Peixin, Dr. MA Weihua and Dr. QI Daqing will retire and, being eligible, have offered themselves for re-election at the AGM. Biographies of these Directors are set out in Appendix II to the circular dated 30 April 2018.
- (5) Regarding Resolution no. 2(B) above, the Directors’ fees for the year ended 31 December 2017 amounted to HK\$2,293,609.73.

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- (6) Regarding Resolutions nos. 4(A), 4(B) and 4(C) above, the Directors wish to state that they have no immediate plans to buy back any existing shares of the Company or issue any new shares pursuant to the relevant mandate.
- (7) Voting at the AGM will be taken by poll.
- (8) As at the date of this notice, the board of directors of the Company comprises Mr. XU Peixin, Mr. BIAN Fang and Mr. ZHU Dong as Executive Directors; Dr. MA Weihua as Non-executive Director; and Dr. QI Daqing, Mr. CHEN Yigong and Mr. FENG Zhonghua as Independent Non-executive Directors.