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If you have sold or transferred all your shares in Glorious Sun Enterprises Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GLORIOUS SUN ENTERPRISES LIMITED

旭日企業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 393)

DISCLOSEABLE AND CONNECTED TRANSACTION DISPOSAL OF PROPERTIES AND NOTICE OF SPECIAL GENERAL MEETING

**Independent Financial Adviser
to the Independent Board Committee and the Independent Shareholders**



YU MING INVESTMENT MANAGEMENT LIMITED
禹銘投資管理有限公司

A letter from the Board is set out on pages 4 to 10 of this circular. A letter from the Independent Board Committee is set out on pages IBC-1 to IBC-2 of this circular. A letter from Yu Ming Investment Management Limited, the Independent Financial Adviser, containing its recommendations to the Independent Board Committee and the Independent Shareholders is set out on pages IFA-1 to IFA-11 of this circular.

The SGM of the Company will be held at Dynasty II, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 26 October 2016 at 2:30 p.m.. A notice convening the SGM is set out on pages SGM-1 to SGM-3 of this circular.

A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Company's principal place of business at 38/F., One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the SGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting thereof should you so wish.

23 September 2016

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 1 September 2016 in respect of the Disposal
“associate(s)”, “connected person(s)”, “percentage ratio(s)”, “subsidiary(ies)”, “substantial shareholder(s)”	each has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Glorious Sun Enterprises Limited 旭日企業有限公司, a limited liability company incorporated in Bermuda, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Disposal”	the disposal of the Properties under the Disposal Agreements
“Disposal Agreement A”	the property sale and purchase agreement in relation to Property A entered into between Seller A and the Purchaser on 1 September 2016, further details of which are disclosed in the paragraph headed “Disposal Agreement A” in the Letter from the Board in this circular
“Disposal Agreement B”	the property sale and purchase agreement in relation to Property B entered into between Seller B and the Purchaser on 1 September 2016, further details of which are disclosed in the paragraph headed “Disposal Agreement B” in the Letter from the Board in this circular
“Disposal Agreements”	Disposal Agreement A and Disposal Agreement B
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Group”	the Company and its subsidiaries
“Independent Board Committee”	an independent committee of the Board advising the Independent Shareholders in respect of transactions contemplated under the Disposal Agreements, comprising Mr. Lau Hon Chuen, Ambrose, GBS, JP, Dr. Chung Shui Ming, Timpson, GBS, JP, Mr. Wong Man Kong, Peter, BBS, JP and Dr. Lam Lee G., all being independent non-executive Directors

DEFINITIONS

“Independent Financial Adviser”	Yu Ming Investment Management Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Disposal
“Independent Shareholders”	Shareholders, other than Dr. Charles Yeung, Mr. Yeung Chun Fan, Ms. Yeung Yuk Wai and their respective associates
“Latest Practicable Date”	20 September 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Properties”	Property A and Property B
“Property A”	Units 1065, 1066, 1067 and 1075 on Level 1, Jintaihu International City, Beitang District No.12, Wuxi, Jiangsu Province, the PRC
“Property B”	First Floor to Fourth Floor of no. 147 and houses 101, 201, 301 and 401 at no. 147-1, Zhongshannan Road, Yanfeng District, Hengyang, Hunan Province, the PRC
“Purchaser”	惠州旭興置業有限公司 (Huizhou Yuxing Property Company Limited*), a company established in the PRC
“Purchaser Holdco”	星裕置業(惠州)有限公司(Xingyu Property (Huizhou) Company Limited*), a company established in the PRC
“RMB”	Renminbi, the lawful currency of PRC
“Seller A”	江蘇真維斯服飾有限公司(Jiangsu Jeanswest Apparels Company Limited*), a company established in the PRC and an indirect wholly-owned subsidiary of the Company
“Seller B”	湖南真維斯服飾有限公司(Hunan Jeanswest Apparels Company Limited*), a company established in the PRC and an indirect wholly-owned subsidiary of the Company
“Sellers”	Seller A and Seller B

DEFINITIONS

“SFO”	The Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held on 26 October 2016 (including any adjournment thereof) to consider and, if thought fit, approve the Disposal Agreements and the transactions contemplated thereunder
“Shareholder(s)”	the shareholder(s) of the Company from time to time
“sq.m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *Denotes an English translation of a Chinese name and is for identification purpose only.*

Unless otherwise specified in this circular, amounts denominated in RMB have been converted, for the purpose of illustration only, into HK\$ at the rate of RMB0.86= HK\$1.00. The exchange rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be converted at the above rate or any other rates.

LETTER FROM THE BOARD



GLORIOUS SUN ENTERPRISES LIMITED

旭日企業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 393)

Board:

Executive Directors:

Dr. Charles Yeung, GBS, JP (*Chairman*)
Mr. Yeung Chun Fan (*Vice-chairman*)
Mr. Pau Sze Kee, Jackson
Mr. Hui Chung Shing, Herman, SBS, MH, JP
Ms. Cheung Wai Yee
Mr. Chan Wing Kan, Archie

Independent non-executive Directors:

Mr. Lau Hon Chuen, Ambrose, GBS, JP
Dr. Chung Shui Ming, Timpson, GBS, JP
Mr. Wong Man Kong, Peter, BBS, JP
Dr. Lam Lee G.

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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

38/F., One Kowloon
1 Wang Yuen Street
Kowloon Bay
Hong Kong

23 September 2016

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
DISPOSAL OF PROPERTIES
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in respect of the Disposal Agreements for the disposal of the Properties to the Purchaser at a total consideration of RMB118,780,000 (equivalent to approximately HK\$138,116,278). The Disposal constitutes a discloseable and connected transaction of the Company under the Listing Rules.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) further information on the Disposal Agreements and the transactions contemplated thereunder; (ii) the recommendations from the Independent Board Committee on the Disposal Agreements and the transactions contemplated thereunder; (iii) the advice from the Independent Financial Adviser on the Disposal Agreements and the transactions contemplated thereunder; and (iv) a notice for convening the SGM (to consider and, if thought fit, to approve the Disposal Agreements and the transactions contemplated thereunder).

On 1 September 2016, the Sellers, indirect wholly-owned subsidiaries of the Company, entered into the Disposal Agreements with the Purchaser to dispose of the Properties at a total consideration of RMB118,780,000 (equivalent to approximately HK\$138,116,278).

DISPOSAL AGREEMENT A

The principal terms of the Disposal Agreement A are set out below:

Date

1 September 2016

Parties

- (i) Seller A, an indirect wholly-owned subsidiary of the Company
- (ii) the Purchaser

Asset to be disposed of

Property A, located at units 1065, 1066, 1067 and 1075 on Level 1, Jintaihu International City, Beitang District No. 12, Wuxi, Jiangsu Province, the PRC, with a total gross floor area of 1,655.55 sq.m..

Consideration

The consideration of RMB62,430,000 (equivalent to approximately HK\$72,593,023) for Property A is payable by the Purchaser according to the following schedule in cash:

- (i) RMB6,243,000 (equivalent to approximately HK\$7,259,302), representing 10% of the consideration, shall be paid within 7 working days from the date of Disposal Agreement A (the "Deposit A");
- (ii) RMB24,972,000 (equivalent to approximately HK\$29,037,209), representing 40% of the consideration, shall be paid within 3 working days from the date of the written notification by Seller A to the Purchaser of whether the approval of the transactions contemplated under Disposal Agreement A by the Independent Shareholders has been obtained and hence the transactions contemplated under Disposal Agreement A shall proceed. Such written notification shall be given within 70 days from the date of Disposal Agreement A;

LETTER FROM THE BOARD

- (iii) the remaining balance of the consideration, RMB31,215,000 (equivalent to approximately HK\$36,296,512), shall be paid within 7 working days from the approval of the registration of the transfer of Property A by the competent PRC authority.

The consideration was determined after arm's length negotiations between Seller A and the Purchaser with reference to the property valuation conducted by DTZ Cushman & Wakefield Limited, the Company's independent property valuer, whereby Property A was appraised at RMB62,430,000 (equivalent to approximately HK\$72,593,023) as at 31 July 2016.

Condition and Registration of Transfer

The Disposal Agreement A shall terminate if the approval of the transactions contemplated under Disposal Agreement A by the Independent Shareholders has not been obtained and the Deposit A shall be returned to the Purchaser in full on an interest-free basis.

The registration of the transfer of Property A shall be completed within 3 months from the date of payment of Deposit A, and in any event no later than 30 December 2016.

For the avoidance of doubt, Disposal Agreement A and Disposal Agreement B are not inter-conditional.

DISPOSAL AGREEMENT B

The principal terms of the Disposal Agreement B are set out below:

Date

1 September 2016

Parties

- (i) Seller B, an indirect wholly-owned subsidiary of the Company
- (ii) the Purchaser

Asset to be disposed of

Property B, located at First Floor to Fourth Floor of no. 147 and houses 101, 201, 301 and 401 at no. 147-1, Zhongshannan Road, Yanfeng District, Hengyang, Hunan Province, the PRC, with a total gross floor area of 1,489.72 sq.m..

LETTER FROM THE BOARD

Consideration

The consideration of RMB56,350,000 (equivalent to approximately HK\$65,523,255) for Property B is payable by the Purchaser according to the following schedule in cash:

- (i) RMB5,635,000 (equivalent to approximately HK\$6,552,325), representing 10% of the consideration, shall be paid within 7 working days from the date of Disposal Agreement B (the "Deposit B");
- (ii) RMB22,540,000 (equivalent to approximately HK\$26,209,302), representing 40% of the consideration, shall be paid within 3 working days from the date of the written notification by Seller B to the Purchaser of whether the approval of the transactions contemplated under Disposal Agreement B by the Independent Shareholders has been obtained and hence the transactions contemplated under Disposal Agreement B shall proceed. Such written notification shall be given within 70 days from the date of Disposal Agreement B;
- (iii) the remaining balance of the consideration, RMB28,175,000 (equivalent to approximately HK\$32,761,628), shall be paid within 7 working days from the approval of the registration of the transfer of Property B by the competent PRC authority.

The consideration was determined after arm's length negotiations between Seller B and the Purchaser with reference to the property valuation conducted by DTZ Cushman & Wakefield Limited, the Company's independent property valuer, whereby Property B was appraised at RMB56,350,000 (equivalent to approximately HK\$65,523,255) as at 31 July 2016.

Condition and Registration of Transfer

The Disposal Agreement B shall terminate if the approval of the transactions contemplated under Disposal Agreement B by the Independent Shareholders has not been obtained and the Deposit B shall be returned to the Purchaser in full on an interest-free basis.

The registration of the transfer of Property B shall be completed within 3 months from the date of payment of Deposit B, and in any event no later than 30 December 2016.

For the avoidance of doubt, Disposal Agreement A and Disposal Agreement B are not inter-conditional.

GAIN FROM DISPOSAL AND USE OF PROCEEDS

Property A was acquired by the Group at a cost of approximately RMB34,292,000 in 2008. The unaudited carrying value of the Property A as at 30 June 2016 was approximately RMB27,063,000.

Property B was acquired by the Group at a cost of approximately RMB41,500,000 in 2011. The unaudited carrying value of the Property B as at 30 June 2016 was approximately RMB36,668,000.

LETTER FROM THE BOARD

As each of Property A and Property B has been retail premises for self-use for each of Seller A and Seller B, respectively, for the two financial years ended 31 December 2014 and 31 December 2015 and up till the Latest Practicable Date, there is no profit or loss attributable to the Properties for the two financial years ended 31 December 2014 and 31 December 2015.

Upon completion of the disposal of the Properties, the potential gain on the Disposal is estimated to be approximately RMB55,049,000, being the premium of the total consideration for the Disposal over the carrying value of the Properties.

The sale proceeds from the Disposal are intended for use of general working capital of the Group.

INFORMATION ON THE COMPANY AND THE SELLERS

The Group is principally engaged in the retailing, export and production of casual wear and financial investments.

Each of the Sellers is an indirect wholly-owned subsidiary of the Company established in the PRC with limited liability. Each of Seller A and Seller B is principally engaged in retailing and wholesaling of various types of clothing, apparel and accessories.

INFORMATION ON THE PURCHASER

The Purchaser is established in the PRC with limited liability and is principally engaged in property investment and property management.

REASONS FOR AND BENEFITS OF THE DISPOSAL

As at the Latest Practicable Date, the Properties were used as retail premises for the Group's apparel brand, Jeanswest. The initial reason for the Group to invest in the PRC retail premises, including the Properties, was to ensure that flagship stores of the Group's apparel brand, Jeanswest, would be situated at prime locations.

In view of the prevailing sluggish market conditions for the PRC apparel retail industry, the management of the Group strived to alleviate such impact by consolidating the Group's retail network, and have recently formulated the strategy that the Group should put more focus on the operations in apparel brands flagship stores in the PRC located at municipalities or provincial capitals. Hence, the Group will consider to gradually dispose of retail premises properties located in the PRC cities or towns which are neither municipalities nor provincial capitals.

Therefore, the Disposal of the Properties located at Wuxi and Hengyang is in line with the Group's strategy in streamlining its retail operations and the effort of the Group's management to bring reasonable returns to the Shareholders under the challenging external environment. The Directors will further decide on the relocation plan of the Jeanswest stores at the Properties upon completion of the Disposal.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

Dr. Charles Yeung and Mr. Yeung Chun Fan, being the ultimate beneficial owners of the Purchaser and each an executive Director, and Ms. Cheung Wai Yee, an executive Director and the spouse of Mr. Yeung Chun Fan, did not attend the Board meeting at which the Board resolutions in respect of the Disposal were considered and passed and hence they did not vote in such Board resolutions. Save as disclosed above, none of the other Directors has a material interest in the Disposal and have abstained from voting on the Board resolutions in respect of the Disposal.

The Purchaser is owned by the Purchaser Holdco as to 98% and Ms. Yeung Yuk Wai as to 2%. The Purchaser Holdco is indirectly owned by Dr. Charles Yeung as to 50% and Mr. Yeung Chun Fan as to 50%. Each of Dr. Charles Yeung and Mr. Yeung Chun Fan is a Director and substantial shareholder of the Company. Ms. Yeung Yuk Wai is a sister of Dr. Charles Yeung and Mr. Yeung Chun Fan. She also holds directorship in certain subsidiaries of the Company. Accordingly, the Purchaser is an associate of such Directors and substantial shareholders of the Company and hence a connected person of the Company. The entering into of the Disposal Agreements between the Group and the Purchaser constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios in respect of the Disposal Agreements are 5% or more but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As at the Latest Practicable Date, Dr. Charles Yeung and Mr. Yeung Chun Fan and their respective associates together are interested in 1,127,260,499 Shares, representing approximately 73.39% of the issued share capital of the Company. Dr. Charles Yeung and Mr. Yeung Chun Fan will, together with their respective associates, abstain from voting on the resolution to be proposed at the SGM to approve the Disposal Agreements and the transactions contemplated thereunder.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Mr. Lau Hon Chuen, Ambrose, GBS, JP, Dr. Chung Shui Ming, Timpson, GBS, JP, Mr. Wong Man Kong, Peter, BBS, JP and Dr. Lam Lee G., all being independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Disposal Agreements and the transactions contemplated thereunder. Yu Ming Investment Management Limited has also been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Disposal Agreements and the transactions contemplated thereunder.

SGM

A notice convening the SGM to be held at Dynasty II, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 26 October 2016 at 2:30 p.m. is set out on pages SGM-1 to SGM-3 of this circular.

LETTER FROM THE BOARD

A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Company's principal place of business at 38/F., One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the SGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM and any adjourned meeting thereof should you so wish.

RECOMMENDATION

The Directors (including the independent non-executive Directors whose views have been set out in this circular after taking into consideration the advice of the Independent Financial Adviser) are of the view that though the Disposal is not in the ordinary and usual course of business of the Group, the terms and conditions of the Disposal are on normal commercial terms or better which are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Independent Shareholders to vote in favour of the resolutions for approving the Disposal Agreements and the transactions contemplated thereunder to be proposed at the SGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the letter from the Independent Board Committee, the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Glorious Sun Enterprises Limited
Hui Chung Shing, Herman, SBS, MH, JP
Director



GLORIOUS SUN ENTERPRISES LIMITED

旭日企業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 393)

23 September 2016

To the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
DISPOSAL OF PROPERTIES
AND
NOTICE OF SPECIAL GENERAL MEETING**

We refer to the circular dated 23 September 2016 (the “Circular”) issued by the Company to its Shareholders of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context otherwise requires.

We have been appointed as the Independent Board Committee to consider and to advise the Independent Shareholders on the terms of the Disposal Agreements and the transactions contemplated thereunder as set out in the Circular as to the fairness and reasonableness and to recommend whether or not the Independent Shareholders should approve the Disposal Agreements and the transactions contemplated thereunder as set out in the Circular. Yu Ming Investment Management Limited has been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this regard. Details of the independent advice of the Independent Financial Adviser, together with the principal factors and reasons the Independent Financial Adviser has taken into consideration, are set out on pages IFA-1 to IFA-11 of the Circular.

We wish to draw your attention to the Letter from the Board and the Letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders which contains its advice to us in respect of the Disposal Agreements and the transactions contemplated thereunder. Your attention is also drawn to the additional information set out in the appendices to the Circular.

Having considered the terms of the Disposal Agreements and the transactions contemplated thereunder, the advice of the Independent Financial Adviser and the relevant information contained in the letter from the Board, we consider that though the Disposal is not in the ordinary and usual course of

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

business of the Group, the terms and conditions of the Disposal are on normal commercial terms or better which are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions for approving the Disposal Agreements and the transactions contemplated thereunder to be proposed at the SGM.

Yours faithfully
The Independent Board Committee of
Glorious Sun Enterprises Limited

Mr. Lau Hon Chuen, Ambrose, GBS, JP
Independent non-executive Director

Dr. Chung Shui Ming, Timpson, GBS, JP
Independent non-executive Director

Mr. Wong Man Kong, Peter, BBS, JP
Independent non-executive Director

Dr. Lam Lee G.
Independent non-executive Director

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of a letter of advice from Yu Ming Investment Management Limited to the Independent Board Committee and the Independent Shareholders in relation to the Disposal Agreements, which has been prepared for the purpose of inclusion in the circular.



YU MING INVESTMENT MANAGEMENT LIMITED
禹銘投資管理有限公司

23 September 2016

*To the Independent Board Committee
and the Independent Shareholders*

Dear Sirs,

DISCLOSEABLE AND CONNECTED TRANSACTION DISPOSAL OF PROPERTIES

INTRODUCTION

Reference is made to the announcement of the Company dated 1 September 2016 in connection with the Disposal Agreements and the transactions contemplated thereunder, details of which are set out in the section headed “Letter from the Board” in the circular of the Company dated 23 September 2016 (the “Circular”) to the Shareholders, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 1 September 2016, the Sellers, being indirect wholly-owned subsidiaries of the Company, entered into the Disposal Agreements with the Purchaser, pursuant to which, the Sellers have conditionally agreed to dispose of and the Purchaser has conditionally agreed to acquire the Properties at a total consideration (the “Consideration”) of RMB118,780,000 (equivalent to approximately HK\$138,116,278).

As one or more of the applicable percentage ratios in respect of the Disposal exceed 5% but is less than 25%, the Disposal therefore constitutes a discloseable transaction of the Company under the Listing Rules.

Furthermore, since the Purchaser is owned (i) as to 98% by the Purchaser Holdco which is indirectly owned as to 50% by Dr. Charles Yeung and as to 50% by Mr. Yeung Chun Fan, both of which are executive Directors and substantial shareholders of the Company together with their respective associates holding approximately 73.39% of the issued share capital of the Company; and (ii) as to 2% by Ms. Yeung Yuk Wai, sister of Dr. Charles Yeung and Mr. Yeung Chun Fan and director of certain subsidiaries of the Company, the Purchaser is an associate of such Directors and substantial shareholders of the Company and a connected person of the Company. Accordingly, the entering into of the Disposal Agreements between the Group and the Purchaser constitutes a connected transaction of the Company

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

and is subject to the approval of the Independent Shareholders under Chapter 14A of the Listing Rules. Shareholders with a material interest in the transactions contemplated under the Disposal Agreements will be required to abstain from voting at the SGM. The Purchaser and its associates will abstain from voting in relation to the ordinary resolutions to be put forward at the SGM for the purpose of approving the Disposal Agreements and the transactions contemplated thereunder.

The Independent Board Committee comprising all of the independent non-executive Directors, namely Mr. Lau Hon Chuen Ambrose, Dr. Chung Shui Ming Timpson, Mr. Wong Man Kong Peter and Dr. Lam Lee G, has been established to advise the Independent Shareholders as to whether the terms of the Disposal Agreements and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole and how to vote on the relevant resolutions in the SGM. We have been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the statements, information, opinions and representations contained in the Circular and the statements, information, opinions and representations provided to us by the Directors through management, officers and professional advisers of the Company (“Relevant Information”). We have assumed that all Relevant Information provided to us by the Directors for which they are solely responsible are, to the best of their knowledge, true, complete and accurate at the time they were made and continue to be so on the date of this letter.

We have no reason to suspect that any Relevant Information has been withheld, nor are we aware of any fact or circumstance which would render the Relevant Information provided and presented to us untrue, inaccurate, incomplete or misleading. Having made all reasonable enquiries, the Directors have further confirmed that, to the best of their knowledge, they believe there are no other facts or representations the omission of which would make any statement in the Circular, including this letter, misleading. We have not, however, carried out any independent verification on the Relevant Information provided to us by the Directors, nor have we conducted any independent investigation into the business and affairs of the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our recommendation in relation to the terms of the Disposal Agreements and transactions contemplated thereunder, we have taken into consideration the following principal factors and reasons:

1. Information of the Group

The Group is engaging in the retailing, export and production of casual wear and financial investments.

A summary of financial information of the Group is extracted from the annual report of the Company for year ended 31 December 2015 and the interim report of the Company for the six months ended 30 June 2016 in Table 1 below:

Table 1: Financial highlights of the Group

	For the year ended 31 December		For the six months ended 30 June	
	2014	2015	2015	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
			<i>Restated</i>	
Revenue	5,854,683	4,337,606	2,294,997	1,671,215
Gross profit	2,470,426	1,839,200	1,037,861	731,006
Profit before tax	146,903	56,376	46,735	46,302
Profit after tax	121,881	93,735	37,033	40,054
				As at
				30 June
				2016
				<i>HK\$'000</i>
Non-current assets		1,499,022	1,619,316	2,240,429
Current assets		3,337,527	2,077,168	1,839,570
Current liabilities		2,643,763	1,570,296	1,528,194
Non-current liabilities		47,220	76,994	70,249
Net current assets		693,764	506,872	311,376
Net assets		2,145,566	2,049,194	2,481,556

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(i) For the year ended 31 December 2015

For the year ended 31 December 2015, the Group recorded a total revenue of approximately HK\$4,337.6 million (2014: approximately HK\$5,854.7 million), representing a decrease of approximately 25.91% from the previous year. Profit after tax of the Group for the year ended 31 December 2015 is approximately HK\$93.7 million (2014: HK\$121.9 million), representing a decrease of 23.13%.

As stated in the annual financial report of the Company for the year ended 31 December 2015, the decrease in revenue and profit in the year 2015 is mainly due to the downward pressure of the PRC economy, the bubble burst of A shares and the commencement of RMB devaluation against US dollar, which deeply eroded the confidence of investors and consumers and dismayed the apparel retail sentiment and adversely affected the Group's retailing in Greater China.

As at 31 December 2015, the audited net current assets and net assets of the Group amounted to approximately HK\$506.9 million and approximately HK\$2,049.2 million, respectively.

(ii) For the six months ended 30 June 2016

For the six months ended 30 June 2016, the Group recorded a total revenue of approximately HK\$1,671.2 million (2015: approximately HK\$2,295.0 million), representing a decrease of approximately 27.18%. The decrease in revenue was mainly due to the challenging environment of apparel retail business in the PRC as a result of the decelerating growth of local economy and the deteriorating retail sentiment in Australia and New Zealand.

For the six month ended 30 June 2016, profit after tax of the Group was HK\$40.1 million (2015: HK\$37.0 million), representing an increase of 8.38%. The increase in profit was mainly due to the effective cost control measures for each of selling and distribution expenses and administrative expenses despite the decrease in revenue.

As at 30 June 2016, the unaudited net current assets and net assets of the Group amounted to approximately HK\$311.4 million and approximately HK\$2,481.6 million, respectively.

Net assets of the Group increased from HK\$2,049.2 million as at 31 December 2015 to HK\$2,481.6 million as at 30 June 2016 mainly due to the proceed of approximately HK\$460 million from the rights issue conducted by the Group in the first half of 2016.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Reasons for the Disposal

According to the Letter from the Board, the Properties were used as retail premises for the Group's apparel brand, Jeanswest. The initial reason for the Group to invest in PRC retail premises, including the Properties, was to ensure that flagship stores of the Group's apparel brand, Jeanswest, would be situated at prime locations.

The Directors consider that in light of the prevailing sluggish market conditions for the PRC apparel retail industry, the management of the Group strived to alleviate such impact by consolidating the Group's retail network, and have recently formulated the strategy that the Group should put more focus on the operations in apparel brands flagship stores in the PRC located at municipalities or provincial capitals. Hence, the Group will consider to gradually dispose of retail premises properties located in PRC cities or towns which are neither municipalities nor provincial capitals.

The Directors consider the Disposal of the Properties located at Wuxi and Hengyang is in line with the Group's strategy in streamlining its retail operations and the effort of the Group's management to bring reasonable returns to the Shareholders under the challenging external environment. The Directors will further decide on the relocation plan of the Jeanswest stores at the Properties upon completion of the Disposal.

Upon completion of the disposal of the Properties, the potential gain on the Disposal is estimated to be approximately RMB55,049,000, being the premium of the total consideration for the Disposal over the carrying value of the Properties. The sale proceeds from the Disposal are intended for use of general working capital of the Group.

The Directors are of the view that though the Disposal is not in the ordinary and usual course of business of the Group, the terms and conditions of the Disposal are on normal commercial terms or better which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

3. Terms of the Disposal

(i) Information on the Properties

The Properties to be disposed of are two retail premises for the Group's apparel brand, Jeanswest, located in the PRC.

Property A is located at units 1065, 1066, 1067 and 1075 on Level 1, Jintaihu International City, Beitang District No.12, Wuxi, Jiangsu Province, the PRC, with a total gross floor area of 1,655.55 sq.m., and was acquired by the Group in 2008.

Property B is located at First Floor to Fourth Floor of no. 147 and houses 101, 201, 301 and 401 at no. 147-1, Zhongshannan Road, Yanfeng District, Hengyang, Hunan Province, the PRC, with a total gross floor area of 1,489.72 sq.m., and was acquired by the Group in 2011.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Table 2 below summarised the original cost, carrying value, consideration, valuation and gain on disposal of the Properties:

Table 2: Summaries of the Disposal

<i>(RMB)</i>	Original acquisition cost	Carrying value as at 30 June 2016	Consideration/ valuation	Gain on disposal
Property A	34,292,000	27,063,000	62,430,000	35,367,000
Property B	<u>41,500,000</u>	<u>36,668,000</u>	<u>56,350,000</u>	<u>19,682,000</u>
Total	<u><u>75,792,000</u></u>	<u><u>63,731,000</u></u>	<u><u>118,780,000</u></u>	<u><u>55,049,000</u></u>

(ii) *Financial information of the Jeanswest stores located at the Properties*

Set out below is the unaudited financial information of the Jeanswest stores located at the Properties for the two years ended 31 December 2014 and 2015 and for the six months ended 30 June 2016:

Table 3: Financial information of the Jeanswest stores located at the Properties

	For the year ended 31 December 2014		For the year ended 31 December 2015		For the six months ended 30 June 2016	
	<i>as % to</i>		<i>as % to</i>		<i>as % to</i>	
	<i>RMB</i>	<i>Group</i>	<i>RMB</i>	<i>Group</i>	<i>RMB</i>	<i>Group</i>
Revenue	8,067,723	0.16%	8,129,216	0.22%	3,950,264	0.27%
Profit	<u>589,044</u>	<u>0.56%</u>	<u>472,168</u>	<u>0.59%</u>	<u>147,123</u>	<u>0.43%</u>

It is noted that the revenue and profit of the Jeanswest stores located at the Properties represented not more than 0.27% and 0.59% of the Group's revenue and profit during the review period respectively. As such, it is anticipated that the discontinuation of such Jeanswest stores will not cause a significant impact on the Group's financial performance.

(iii) *Consideration for the Disposal*

The Consideration for the Disposal is RMB118,780,000 (equivalent to approximately HK\$138,116,278).

The considerations for each of Property A and Property B were determined after arm's length negotiations between the Sellers and the Purchaser with reference to the property valuation (the "Valuation") conducted by DTZ Cushman & Wakefield Limited, the Company's independent property valuer (the "Valuer").

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Consideration will be paid by the Purchaser in cash in 3 instalments, (i) 10% of the Consideration shall be paid within 7 working days from the date of Disposal Agreements; (ii) 40% of the Consideration shall be paid within 3 working days from the date of the written notification by Sellers to the Purchaser of whether the approval of the transactions contemplated under the Disposal Agreements by the Independent Shareholders has been obtained; and (iii) the remaining 50% of the Consideration shall be paid within 7 working days from the approval of the registration of the transfer of Properties by the competent PRC authority.

(iii) Valuation of the Properties

Based on the valuation report prepared by the Valuer on the Properties as at 31 July 2016 as set out in Appendix I to the Circular (the "Valuation Report"), it is noted that the aggregate valuation of the Properties amounts to RMB118,780,000 (equivalent to approximately HK\$138,116,278).

To assess the fairness and reasonableness of the Consideration, we have reviewed the Valuation Report and discussed with the Valuer regarding the methodology adopted for and the basis and assumptions used in arriving at the Valuation. It is noted that the Valuer carried out a site visit to each of the Properties in August 2016 to inspect the exterior and, where possible, the interior of the Properties. In valuing the Properties, the Valuer has (i) adopted direct comparison approach, assuming sale of the Properties with the benefit of immediate vacant possession by making reference to comparable sales evidence as available in the relevant market; and (ii) complied with the requirements set out in the HKIS Valuation Standards (2012 Edition) published by The Hong Kong Institute of Surveyors.

For our due diligence purpose, we have reviewed and enquired into (i) the terms of engagement of the Valuer with the Company; (ii) the Valuer's qualification and experience in relation to the preparation of the Valuation Report; and (iii) the steps and due diligence measures taken by the Valuer for conducting the valuation. From the engagement letter and other relevant information provided by the Valuer, we are satisfied with the terms of engagement of the Valuer as well as its qualification and experience for preparation of the Valuation Report. The Valuer has also confirmed that it is independent to the Group, the Purchaser and their respective associates. We have not found any material facts which may lead us to doubt the principal basis and assumptions adopted for or the information used in the Valuation and the due diligence measures taken by the Valuer for conducting the Valuation.

To further assess the fairness and reasonableness of the Consideration for the Disposal, we had compiled a comparable table on consideration paid/received by other listed issuers in property transaction which we carried out on a best effort basis using the following selection criteria: (i) acquisition/disposal of developed properties by companies listed on the Stock Exchange in the past six months from 1 March 2016 to 1 September 2016 (being the date of the Announcement) ("Research Period") which constitute a notifiable transaction; and (ii) appraised value of the property(ies) by independent valuer as basis of determination of consideration set out in the announcement. For the avoidance of

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doubt, in order to make the comparable transactions more relevant and representative to the nature of the Disposal, which involves purely disposal of revenue generating developed properties, we have excluded transactions of acquisition/disposal of land use rights, property development project and property holding company which would otherwise involve factors for determining the consideration, such as future development costs for land use rights and property development projects and indebtedness position and/or other assets of property holding company. We have identified and made references to 13 comparable transactions (“Comparable Transactions”) which meet the aforesaid criteria, and consider these Comparable Transactions exhaustive and representative. We did not expand the Research Period to a longer course as we consider reasonable number of samples are identified and recent transactions are more relevant for consideration as they closely reflect market conditions and dynamics of the relevant property markets. Brief summary of relevant information of the Comparable Transactions are set out in Table 4 below:

Table 4: Comparable Transactions

	Company name (stock code)	Date of announcement	Transaction type	Location of the property	Consideration (HK\$ million)	Valuation (HK\$ million)	Premium/discount of the consideration to the appraised value
1	Television Broadcasts Limited (511)	29-Jul-16	Discloseable transaction involving disposal of tv production building and 206 car parks	Taipei City, Taiwan	961.2	967.0	-0.60%
2	eprint Group Limited (1884)	27-Jun-16	Discloseable and connected transaction involving acquisition of 2 industrial properties	Kwun Tong, Kowloon, Hong Kong	62.0	62.0	0.00%
3	Shun Ho Resources Holdings Limited (253)	27-Jun-16	Very substantial acquisition involving acquisition of a hotel property	London, United Kingdom	731.1	731.1	0.00%
4	Great Eagle Holdings Limited (41)	22-Jun-16	Discloseable transaction involving, disposal of an office building	San Francisco, United States	1,981.4	1,748.3	13.33%
5	Ta Yang Group Holdings Limited (1991)	20-Jun-16	Major transaction involving acquisition of four hotel buildings	Hainan, PRC	421.8	421.8	0.00%
6	D&G Technology Holding Company Limited (1301)	17-Jun-16	Discloseable and connected transaction involving acquisition of four office units	Bonham Strand, Hong Kong	52.8	52.8	0.00%
7	New Ray Medicine International Holding Limited (6108)	6-Jun-16	Discloseable and connected transaction involving acquisition of office unit	Hangzhou City, PRC	16.7	16.7	0.00%

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	Company name (stock code)	Date of announcement	Transaction type	Location of the property	Consideration (HK\$ million)	Valuation (HK\$ million)	Premium/discount of the consideration to the appraised value
8	Great Eagle Holdings Limited (41)	28-Apr-16	Discloseable transaction involving disposal of an officebuilding	San Francisco, United States	1,313.60	1,178.00	11.51%
9	HNA International Investment Holdings Limited (521)	18-Apr-16	Very substantial acquisition involving an office building	London, United Kingdom	1,441.00	1,540.00	-6.43%
10	Herald Holdings Limited (114)	31-Mar-16	Major and connected transaction involving disposal of an industrial building and a residential building	Shenzhen, PRC	193.07	183.74	5.08%
11	Jia Meng Holdings Limited (8101)	30-Mar-16	Discloseable transaction involving acquisition of an office unit	Wanchai, Hong Kong	16.50	17.00	-2.94%
12	Chinese Estates Holdings Limited (127)	21-Mar-16	Discloseable transaction involving acquisition of an mixed use building	London, United Kingdom	2,048.20	2,048.20	0.00%
13	Jia Meng Holdings Limited (8101)	4-Mar-16	Discloseable transaction involving acquisition of a retail shop	Mong Kok, Hong Kong	19.00	19.00	0.00%
	The Company	1-Sep-16	Discloseable and connected transaction involving disposal of retail shops	Wuxi and Hengyang, PRC	138.1	138.1	0.00%

As illustrated in Table 4 above, it is noted that the consideration paid for 10 out of 13 of the Comparable Transactions was equivalent to or at a slight discount to their respective appraised value. As such, it is a common market practice to acquire or dispose property(ies) with a consideration approximate to the appraised value.

As the Consideration of RMB118,780,000 (equivalent to approximately HK\$138,116,278) is equivalent to the Valuation, we are of the view that the terms of the Disposal Agreements are on normal commercial terms and the Consideration is fair and reasonable so far as the Independent Shareholders are concerned.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4. Financial Effect of the Disposal to the Group

Based on our discussion with the Directors, we understand that the Directors have taken into account the following factors when they consider the potential impact of the Disposal on the financial position of the Group:

(i) *Earnings*

Upon completion of the disposal of the Properties, it is estimated that the Group will record a potential gain on the Disposal of approximately RMB55,049,000 (equivalent to approximately HK\$64,010,465), being the premium of the total consideration for the Disposal over the carrying value of the Properties.

(ii) *Net assets*

As at 30 June 2016, the unaudited net assets of the Group attributable to the Shareholders were approximately HK\$2,470.0 million. It is expected that the net assets of the Group attributable to the Shareholders will increase by the potential gain on the Disposal of RMB55,049,000 (equivalent to approximately HK\$64,010,465) without taking into account the relevant expenses of the Disposal.

(iii) *Gearing*

As at 30 June 2016, the gearing ratio of the Group was approximately 10.53%, representing the total borrowings of approximately HK\$429.7 million divided by total assets of approximately HK\$4,080.0 million. Assuming completion of the Disposal took place on 30 June 2016, since the total borrowings would remain unchanged and the total assets will increase by RMB55,049,000 (equivalent to approximately HK\$64,010,465), the gearing ratio of the Group would decrease to approximately 10.37%.

(iv) *Liquidity*

As at 30 June 2016, the net current assets of the Group were approximately HK\$311.4 million. Assuming completion of the Disposal took place on 30 June 2016, it is expected that the net current assets of the Group would increase by RMB118,780,000 (equivalent to approximately HK\$138,116,278), being the consideration for the Disposal.

The aforementioned analyses are for illustrative purpose only and do not purport to represent how the financial position of the Group will be after the entering into the Disposal Agreements or completion of the Disposal.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Having considered the principal factors analysed above, in particular that:

- (i) the Disposal is in line with the Group's business strategy to streamline its investment in PRC cities or towns which are located neither in municipalities nor provincial capitals;
- (ii) it is estimated that the Company will record a gain of RMB55,049,000 (equivalent to approximately HK\$64,010,465) from the Disposal excluding relevant expenses for the Disposal;
- (iii) it is expected that discontinuing the Jeanswest stores located at the Properties will not cause a significant impact on the financial performance of the Group;
- (iv) the Consideration is equivalent to the valuation of Properties prepared by the Valuer, which is in line with market practice of disposal of properties of similar nature at the appraised value as illustrated in the Comparable Transactions in Table 4 above; and
- (v) it is expected that the earnings, net assets, gearing and liquidity of the Group will improve upon completion of the Disposal,

although the Disposal is not in the ordinary and usual course of business of the Company, we concur with the Directors that (i) the terms of the Disposal Agreements are fair and reasonable and on normal commercial terms; and (ii) the Disposal is in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution at the SGM to approve the Disposal Agreements and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of
YU MING INVESTMENT MANAGEMENT LIMITED
Warren Lee
Managing Director

The following is the text of a letter, summary of valuations and valuation certificates prepared for the purpose of incorporation in this Circular received from DTZ Cushman & Wakefield Limited, an independent property valuer, in connection with its opinion of market value of the property held by Glorious Sun Enterprises Limited or its subsidiaries as at 31 July 2016.



16/F
Jardine House
1 Connaught Place
Central
Hong Kong

23 September 2016
The Directors
Glorious Sun Enterprises Limited
38/F, One Kowloon
1 Wang Yuen Street
Kowloon Bay
Kowloon
Hong Kong

Dear Sirs,

Re: Portfolio Valuations

Instruction, Purpose & Date of Valuation

In accordance with your instructions for us to value certain properties held by Glorious Sun Enterprises Limited (the “Company”) or its subsidiaries (together referred to as the “Group”) situated in the People’s Republic of China (the “PRC”), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market values of the properties in existing state as at 31 July 2016 (the “valuation date”) for public disclosure purpose.

Definition of Market Value

Our valuation of each of the properties represents its market value which in accordance with The HKIS Valuation Standards 2012 Edition published by The Hong Kong Institute of Surveyors is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Valuation Basis & Assumptions

Our valuations exclude the estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement, special considerations or concessions granted by anyone associated with the sale, or any element of special value.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the properties nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of any onerous nature which could affect their values.

We have relied on the advice given by the Group and the Company's legal adviser, Guangdong Weilun Law Firm regarding the title to the properties and the interests of the Group in the properties in the PRC.

In the course of our valuation of the properties, we have assumed that the grantee or the user of the properties have free and uninterrupted rights to use or to assign or lease the properties for the whole of the unexpired term as granted. We have assumed that all consents, approvals and licences from relevant government authorities for the development proposals have been obtained without onerous conditions or delays. We have also assumed that the design and construction of the properties are in compliance with the local planning regulations and have been approved by the relevant authorities.

Valuation Method

We have valued the properties by Direct Comparison Approach, assuming sale of the properties with the benefit of immediate vacant possession by making reference to comparable sales evidence as available in the relevant market.

In valuing the properties, we have complied with the requirements set out in The HKIS Valuation Standards 2012 Edition published by The Hong Kong Institute of Surveyors. We have also complied with all the requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Title Investigation

We have been provided with copies of documents relating to the titles to the properties in the PRC. However, we have not searched the original documents to verify ownership or any amendments which may not appear on the copies handed to us.

Source of Information

We have relied to a considerable extent on the information given by the Group and the Company's legal adviser, Guangdong Weilun Law Firm and have accepted advice given to us on such matters as planning approvals, statutory notices, easements, tenure, identification of the land and buildings, particulars of occupancy, floor plans, site and floor areas and all other relevant matters.

Dimensions, measurements and areas stated in the valuation certificates attached are based on the information contained in the documents provided to us and are therefore only approximations. We have no reason to doubt the truth and accuracy of the information provided to us by the Group which are material to the valuations. We were also advised by the Group that no material facts have been omitted from the information supplied.

Site Inspection

We have inspected the exterior and, where possible, the interior of the properties. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are, however, not able to report that the properties are free from rot, infestation or any other structural defects nor were any tests carried out to any of the services. We have not been able to carry out detailed on-site measurements to verify the site and floor areas of the properties and we have assumed that the areas shown on the copies of documents handed to us are correct.

Currency

Unless otherwise stated, all monetary amounts stated herein are in Renminbi (“RMB”), the official currency of the PRC.

We enclose herewith a summary of valuations and our valuation certificates.

Yours faithfully,

For and on behalf of

DTZ Cushman & Wakefield Limited

Andrew K.F. Chan

Registered Professional Surveyor (General Practice)

Registered China Real Estate Appraiser

MSc, MHKIS

Regional Director, Valuation & Advisory Services, Greater China

Note: Mr. Andrew K.F. Chan is a Registered Professional Surveyor who has over 29 years of experience in the valuation of properties in the PRC and has worked with DTZ Cushman & Wakefield Limited for 23 years.

SUMMARY OF VALUATIONS

Property	Market value in existing state as at 31 July 2016 (RMB)	Interest attributable to the Group (%)	Market value in existing state attributable to the Group as at 31 July 2016 (RMB)
Group I – Properties held by the Group for owner occupation in the PRC			
1. A commercial/office building, No. 147-1 Zhongshannan Road, Yanfeng District, Hengyang, Hunan Province, the PRC	54,700,000	100	54,700,000
2. A storage building, No. 147 Zhongshannan Road, Yanfeng District, Hengyang, Hunan Province, the PRC	1,650,000	100	1,650,000
3. Unit Nos. 1065, 1066, 1067 and 1075 on Level 1, Jintaihu International City, Beitang District No. 12, Wuxi, Jiangsu Province, the PRC	62,430,000	100	62,430,000
		Grand Total:	118,780,000

VALUATION CERTIFICATE

Group I – Properties held by the Group for owner occupation in the PRC

	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 July 2016
1.	<p>A commercial/ office building No. 147-1 Zhongshannan Road, Yanfeng District, Hengyang, Hunan Province, the PRC</p> <p>(中華人民共和國 湖南省 衡陽市 雁峰區 中山南路147-1號 一棟商業/辦公大廈)</p>	<p>The property is erected on a land with a total site area of 304.10 sq. m.</p> <p>The property is situated in Yanfeng District, Hengyang. It is located at Zhongshannan Road (中山南路). Developments in the vicinity comprise mainly commercial buildings such as MODENBAO (摩登堡), Long Quan Mall (龍泉商城), Jin Bu Shopping Mall (進步商場), etc.</p> <p>The property comprises a 4-storey commercial/ office building, with the retail portions on levels 1 to 2 and office portions on levels 3 to 4. The property has a total gross floor area of 1,014.77 sq. m. The property was completed in the 1990s.</p> <p>The land use rights of the property have been granted for terms due to expire on 21 September 2058 for office use and due to expire on 21 September 2048 for commercial and service uses.</p>	<p>As at the valuation date, the property was owner-occupied.</p>	<p>RMB54,700,000</p> <p>(100% interest attributable to the Group: RMB54,700,000)</p>

Notes:

- (1) According to 2 State-owned Land Use Rights Certificates, the land use rights of the property, comprising a total site area of approximately 304.10 sq. m., have been vested in 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) with details as follows:

Certificate No.	Issue Date	Use	Expiry date of land use term	Site area (sq. m.)
(2012A) 06-50116	29 March 2012	Office	21 September 2058	304.10
(2012A) 06-50004	29 March 2012	Commercial and service	21 September 2048	_____
Total:				304.10

- (2) According to the Sale and Purchase Agreement dated 13 January 2012, 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) has agreed to purchase the property, comprising a total gross floor area of 1,014.77 sq. m., at a total consideration of RMB32,001,000.
- (3) According to Building Ownership Certificate No. 08116203, the building ownership of the property, having a total gross floor area of 1,014.77 sq. m., has been granted to 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) for office, commercial and service uses.
- (4) According to Business Licence No. 430100400003687, 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) was established with a registered capital of RMB3,000,000 for a valid operating period from 26 December 2002 to 20 November 2026. As advised, 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) is an indirect wholly-owned subsidiary of the Company.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) has obtained the State-owned Land Use Rights Certificates and Building Ownership Certificates of the property;
 - (ii) The property is not subject to mortgage; and
 - (iii) 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) is entitled to use, lease, transfer or mortgage the property.
- (6) The status of title and grant of major approvals and licences in accordance with the information provided by the Group are as follows:
- | | |
|--|-----|
| State-owned Land Use Rights Certificates | Yes |
| Sale and Purchase Agreement | Yes |
| Building Ownership Certificate | Yes |
| Business Licence | Yes |
- (7) Ms. Jessie Zhang, Assistant Manager of our Changsha Office, inspected the property on 16 August 2016. She is a registered land valuer and has 3 years of experience in the valuation of properties in the PRC.

* For identification purpose only

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 July 2016
2. A storage building, No. 147 Zhongshannan Road, Yanfeng District, Hengyang, Hunan Province, the PRC (中華人民共和國 湖南省 衡陽市 雁峰區 中山南路147號 一棟倉儲大廈)	<p>The property is erected on a land with a site area of 123.30 sq. m.</p> <p>The property is situated in Yanfeng District, Hengyang. It is located at Zhongshannan Road (中山南路). Developments in the vicinity comprise mainly commercial buildings such as MODENBAO (摩登堡), Long Quan Mall (龍泉商城), Jin Bu Shopping Mall (進步商場), etc.</p> <p>The property comprises a 4-storey storage building with a total gross floor area of 474.95 sq. m. The property was completed in the 1990s.</p> <p>The land use rights of the property have been granted for a term due to expire on 21 September 2058 for storage use.</p>	As at the valuation date, the property was owner-occupied.	RMB1,650,000 (100% interest attributable to the Group: RMB1,650,000)

Notes:

- (1) According to State-owned Land Use Rights Certificate No. (2012A) 06-50003 issued on 29 March 2012, the land use rights of the property, comprising a site area of 123.30 sq. m., have been vested in 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) for a term due to expire on 21 September 2058 for storage use.
- (2) According to the Sale and Purchase Agreement dated 13 January 2012, 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) has agreed to purchase the property, comprising a total gross floor area of 474.95 sq. m. As advised by the Company, the original acquisition cost of the property was RMB9,499,000.
- (3) According to Building Ownership Certificate No. 08116202, the building ownership of the property, having a total gross floor area of 474.95 sq. m., has been granted in 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) for storage use.
- (4) According to Business Licence No. 430100400003687, 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) was established with a registered capital of RMB3,000,000 for a valid operating period from 26 December 2002 to 20 November 2026. As advised, 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) is an indirect wholly-owned subsidiary of the Company.

- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:
- (i) 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) has obtained the State-owned Land Use Rights Certificate and Building Ownership Certificate of the property;
 - (ii) The property is not subject to mortgage; and
 - (iii) 湖南真維斯服飾有限公司 (Hunan Jeanswest Apparels Company Limited*) is entitled to use, lease, transfer or mortgage the property.
- (6) The status of title and grant of major approvals and licences in accordance with the information provided by the Group are as follows:
- | | |
|---|-----|
| State-owned Land Use Rights Certificate | Yes |
| Sale and Purchase Agreement | Yes |
| Building Ownership Certificate | Yes |
| Business Licence | Yes |
- (7) Ms. Jessie Zhang, Assistant Manager of our Changsha Office, inspected the property on 16 August 2016. She is a registered land valuer and has 3 years of experience in the valuation of properties in the PRC.

* *For identification purpose only*

VALUATION CERTIFICATE

	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 July 2016
3.	Unit Nos. 1065, 1066, 1067 and 1075 on Level 1, Jintaihu International City, Beitang District No. 12, Wuxi, Jiangsu Province, the PRC (中華人民共和國江蘇省無錫市北塘區12號金太湖國際城1層1065、1066、1067和1075單元)	The property comprises 4 retail units on the first level of Jintaihu International City completed in 2009. The property is situated in Beitang District, Wuxi. It is located at Zhongshan Road (中山路). Developments in the vicinity comprise mainly residential and commercial developments such as XinOuFeng Garden (新歐風花園), Suning Tianhu Mall (蘇寧天御廣場), etc. The property has a total gross floor area of 1,655.55 sq. m. The property was completed in 2009. The land use rights of the property have been granted for a term due to expire on 31 May 2043 for commercial use.	As at the valuation date, the property was owner-occupied.	RMB62,430,000 (100% interest attributable to the Group : RMB62,430,000)

Notes:

- (1) According to 4 State-owned Land Use Rights Certificates issued by State-owned Land Administration Bureau of Wuxi, the land use rights of the property have been vested in 江蘇真維斯服飾有限公司 (Jiangsu Jeanswest Apparels Company Limited*) for a term due to expire on 31 May 2043 for commercial use with details as follows.–

Unit No.	Certificate No.	Date of Land Use Term Expiry	Land Use
1065	(2009) 03002136	31 May 2043	Commercial
1066	(2009) 03002133	31 May 2043	Commercial
1067	(2009) 03002135	31 May 2043	Commercial
1075	(2009) 03002134	31 May 2043	Commercial

- (2) According to 4 Building Ownership Certificates, the building ownership of the property, comprising a total gross floor area of 1,655.55 sq. m., has been vested in 江蘇真維斯服飾有限公司 (Jiangsu Jeanswest Apparels Company Limited*) for commercial use with details as follows:

Unit No.	Certificate No.	Use	Gross Floor Area (sq. m.)
1065	WX1000154109	Commercial	65.52
1066	WX1000154108	Commercial	57.83
1067	WX1000154105	Commercial	56.41
1075	WX1000154096	Commercial	1,475.79
		Total:	<u>1,655.55</u>

- (3) According to Business Licence No. 320100400028991, 江蘇真維斯服飾有限公司 (Jiangsu Jeanswest Apparels Company Limited*) was established with a registered capital of RMB15,000,000 for a valid operating period from 3 December 1999 to 3 December 2025. As advised, 江蘇真維斯服飾有限公司 (Jiangsu Jeanswest Apparels Company Limited*) is an indirect wholly-owned subsidiary of the Company.

- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal adviser, which contains, inter alia, the following information:

- (i) 江蘇真維斯服飾有限公司 (Jiangsu Jeanswest Apparels Company Limited*) has obtained the State-owned Land Use Rights Certificates and Building Ownership Certificates of the property;
- (ii) The property is not subject to mortgage; and
- (iii) 江蘇真維斯服飾有限公司 (Jiangsu Jeanswest Apparels Company Limited*) is entitled to use, lease, transfer or mortgage the property.

- (5) The status of title and grant of major approvals and licences in accordance with the information provided by the Group are as follows:

State-owned Land Use Rights Certificate	Yes
Building Ownership Certificate	Yes
Business Licence	Yes

- (6) Ms. Jenny Liang, Manager of our Shanghai Office, inspected the property on 18 August 2016. She has a Master Degree in Real Estate Management and has 3 years of experience in the valuation of properties in the PRC.

* For identification purpose only

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

2. DISCLOSURE OF INTERESTS**Interests and short positions of Directors and chief executive in shares of the Company and its associated corporation**

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have been taken under such provisions of the SFO); or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange:

Long positions in shares of the Company

Name of director	Capacity	No. of shares held	Total	Percentage of issue share capital
Dr. Charles Yeung, GBS, JP	(i) Interest of controlled corporations	834,123,000	968,014,499 ^{(1) & (2)}	63.02%
	(ii) Joint interest	133,891,499		
Mr. Yeung Chun Fan	(i) Beneficial owner	1,500,000	979,609,499 ^{(1), (2) & (3)}	63.77%
	(ii) Interest of controlled corporations	834,123,000		
	(iii) Joint interest	133,891,499		
	(iv) Interest of spouse	10,095,000		
Mr. Pau Sze Kee, Jackson	Beneficial owner	9,370,000	9,370,000	0.61%
Mr. Hui Chung Shing, Herman, SBS, MH, JP	Beneficial owner	6,250,000	6,250,000	0.41%
Ms. Cheung Wai Yee	(i) Beneficial owner	10,095,000	979,609,499 ^{(1), (2) & (3)}	63.77%
	(ii) Interest of spouse	969,514,499		
Mr. Lau Hon Chuen, Ambrose, GBS, JP	Beneficial owner	1,492,402	1,492,402	0.10%
Dr. Chung Shui Ming, Timpson, GBS, JP	Beneficial owner	408,000	408,000	0.03%

Notes:

- (1) 622,263,000 shares were held by Glorious Sun Holdings (BVI) Limited (the entire issued voting share capital of which was held as to 51.934% by Dr. Charles Yeung, GBS, JP and as to 48.066% by Mr. Yeung Chun Fan), 207,810,000 shares were held by Advancetex Holdings (BVI) Limited (the entire issued voting share capital of which was held as to 51.934% by Mr. Charles Yeung and as to 48.066% by Mr. Yeung Chun Fan) and 4,050,000 shares were held by G. S. Strategic Investment Limited (the entire issued voting share capital of which was held as to 50% by each of Mr. Charles Yeung and Mr. Yeung Chun Fan). Mr. Charles Yeung and Mr. Yeung Chun Fan are directors in each of Glorious Sun Holdings (BVI) Limited, Advancetex Holdings (BVI) Limited and G. S. Strategic Investment Limited.
- (2) 133,891,499 shares were held by Mr. Charles Yeung and Mr. Yeung Chun Fan jointly.
- (3) Ms. Cheung Wai Yee is the spouse of Mr. Yeung Chun Fan. 10,095,000 shares related to the same block of shares held by Ms. Cheung Wai Yee and 834,123,000 shares related to the same block of shares held by three companies controlled by Mr. Yeung Chun Fan.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, none of the Directors or proposed Directors is a director or employee of a company which has an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' OTHER INTEREST

As at the Latest Practicable Date, none of the Directors (or proposed Directors, if any) or their respective close associates had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group and would require disclosure under Rule 8.10 of the Listing Rules.

As at the Latest Practicable Date, save as disclosed in the announcement of the Company dated 29 July 2016 in respect of leasing of certain properties in the PRC, none of the Directors had any direct or indirect interest in any assets which had since 31 December 2015 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to, or were proposed to be acquired or disposed of by or leased to any member of the Group.

Full particulars of the nature and extent of the interest of every Director or proposed Director as disclosed in the aforesaid announcement of the Company dated 29 July 2016 are set out below:

No.	Property leased by the Group	Use of Property	Location	Landlord	Relationship between the Landlord and the Directors
1	Huizhou Shop (惠州店)	Retail shop	PRC	Yeung's family	a family in which Dr. Charles Yeung and Mr. Yeung Chun Fan are members
2	One Kowloon Premises	Office	Hong Kong	Rank Profit Industries Limited	owned as to 66.7% and 33.3% by Dr. Charles Yeung and Mr. Yeung Chun Fan respectively
3	Yarra Street Premises	Office/car parking	Australia	Harbour Guide Limited	owned as to 66.7% and 33.3% by Mr. Yeung Chun Fan and Ms. Cheung Wai Yee respectively
4	Silver Fair Mansion	Director's residence	Hong Kong	G. S. (Yeungs) Limited	owned as to 66.7% and 33.3% by Dr. Charles Yeung and Mr. Yeung Chun Fan respectively
5	Sea View Villa	Staff quarters	Hong Kong	G. S. (Yeungs) Limited	owned as to 66.7% and 33.3% by Dr. Charles Yeung and Mr. Yeung Chun Fan respectively

No.	Property leased by the Group	Use of Property	Location	Landlord	Relationship between the Landlord and the Directors
6	Zhengzhou Office (鄭州寫字樓)	Office	PRC	惠州市惠富置業有限公司 (Huizhou Hui Fu Properties Company Limited*)	indirectly owned as to 98% by Mr. Yeung Chun Fan, Ms. Cheung Wai Yee and their sons
7	Chengdu Shop (成都店)	Retail shop	PRC	Yeung Cheung Yip and Yeung Hon Yip	sons of Mr. Yeung Chun Fan and Ms. Cheung Wai Yee
8	City Garden (certain units)	Staff quarters	PRC	Gloryear Management Limited	owned as to 50% by each of Dr. Charles Yeung and Mr. Yeung Chun Fan
9	Xiangtan Shop (湘潭店)	Retail shop	PRC	銀富房產(惠州)有限公司 (Yin Fu Properties (Huizhou) Company Limited*)	indirect wholly-owned by Mr. Yeung Chun Fan, Ms. Cheung Wai Yee and their sons
10	Shunde Shop (順德店)	Retail shop	PRC	Yeung Cheung Yip and Yeung Hon Yip	sons of Mr. Yeung Chun Fan and Ms. Cheung Wai Yee
11	Xianyang Shop (咸陽店)	Retail shop	PRC	惠州市惠富置業有限公司 (Huizhou Hui Fu Properties Company Limited*)	indirectly owned as to 98% by Mr. Yeung Chun Fan, Ms. Cheung Wai Yee and their sons
12	Shenyang Shop (瀋陽店) (term of lease ended on 31/7/2016)	Retail shop	PRC	瀋陽市惠富房產有限公司 (Shenyang Hui Fu Properties Company Limited*)	indirectly owned as to 98% by Mr. Yeung Chun Fan, Ms. Cheung Wai Yee and their sons

Notes:

- 1 Dr. Charles Yeung is a Director and a substantial shareholder of the Company.
- 2 Mr. Yeung Chun Fan is a Director and a substantial shareholder of the Company.
- 3 Ms. Cheung Wai Yee is a Director and the spouse of Mr. Yeung Chun Fan.
- 4 Mr. Yeung Cheung Yip and Mr. Yeung Hon Yip are the sons of Mr. Yeung Chun Fan and Ms. Cheung Wai Yee.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement which was significant in relation to the business of the Group.

4. SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given opinions or advice which are contained in this circular:

Name	Qualification
Yu Ming Investment Management Limited	a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
DTZ Cushman & Wakefield Limited	professional independent property valuers

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter, report or opinion (or summaries thereof) (as the case may be) and references to its name herein in the form and context in which they respectively appear.

Each of the above experts has confirmed that, as at the Latest Practicable Date:

- (a) it did not have any shareholding, directly or indirectly, in any member of the Group or had any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (b) it did not have any direct or indirect interest in any assets which had since 31 December 2015 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to, or were proposed to be acquired or disposed of by or leased to any member of the Group.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2015 (being the date to which the latest published audited financial statements of the Company were made up).

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at 38/F., One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Hong Kong from the date of this circular up to and including 26 October 2016 (except Saturdays, Sundays and public holidays):

- (i) the Disposal Agreement A;
- (ii) the Disposal Agreement B;

- (iii) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out on pages IBC-1 to IBC-2 of this circular;
- (iv) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out on pages IFA-1 to IFA-11 of this circular;
- (v) the written consents issued by Yu Ming Investment Management Limited and DTZ Cushman & Wakefield Limited referred to in the section headed “5. Experts and Consents” in this appendix; and
- (vi) this circular.

8. GENERAL

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in case of any inconsistency.

NOTICE OF SPECIAL GENERAL MEETING



GLORIOUS SUN ENTERPRISES LIMITED

旭日企業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 393)

NOTICE IS HEREBY GIVEN that a special general meeting of Glorious Sun Enterprises Limited (the “Company”) will be held at Dynasty II, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 26 October 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the entering into of Disposal Agreement A (as defined in the circular of the Company dated 23 September 2016), a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, approved, authorised and ratified; and
- (b) any one director of the Company or any two directors of the Company, if the affixing of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in Disposal Agreement A and the transactions contemplated thereunder, and the implementation thereof.”

2. **“THAT:**

- (a) the entering into of Disposal Agreement B (as defined in the circular of the Company dated 23 September 2016), a copy of which has been produced to the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, approved, authorised and ratified; and

NOTICE OF SPECIAL GENERAL MEETING

- (b) any one director of the Company or any two directors of the Company, if the affixing of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in Disposal Agreement B and the transactions contemplated thereunder, and the implementation thereof.”

Yours faithfully,
By Order of the Board
Glorious Sun Enterprises Limited
Mui Sau Keung, Isaac
Company Secretary

Hong Kong, 23 September 2016

Principal Place of Business:
38/F., One Kowloon
1 Wang Yuen Street
Kowloon Bay
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) A form of proxy for use at the meeting is enclosed herewith.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his instead. A member who is the holder to two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (4) In order to be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, must be deposited at the Company's principal place of business at 38/F., One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof (as the case may be).
- (5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice, the directors of the Company are as follows:

Executive Directors:

Dr. Charles Yeung, GBS, JP, Mr. Yeung Chun Fan, Mr. Pau Sze Kee, Jackson, Mr. Hui Chung Shing, Herman, SBS, MH, JP, Ms. Cheung Wai Yee and Mr. Chan Wing Kan, Archie

Independent Non-Executive Directors:

Mr. Lau Hon Chuen, Ambrose, GBS, JP, Dr. Chung Shui Ming, Timpson, GBS, JP, Mr. Wong Man Kong, Peter, BBS, JP and Dr. Lam Lee G.