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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

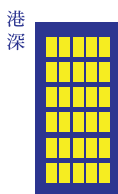
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Kong Shum Union Property Management (Holding) Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, 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.

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

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### **Kong Shum Union Property Management (Holding) Limited** **港深聯合物業管理(控股)有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8181)**

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (“AGM”) to be held at 11:00 a.m. on Friday, 25 July 2014 at Unit L, 1/F., Kaiser Estate, Phase 2, 51 Man Yue Street, Hungghom, Kowloon, Hong Kong is set out on pages 14 to 18 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

*This circular will remain on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at [www.kongshum.com.hk](http://www.kongshum.com.hk).*

24 June 2014

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 25 July 2014 at Unit L, 1/F., Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong, for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“Associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Kong Shum Union Property Management (Holding) Limited (Stock Code: 8181), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 June 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

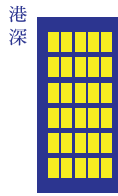
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“Listing Date”	11 October 2013, being the date on which dealing in the Company’s Share first commence on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Notice of AGM”	the notice convening the AGM set out on pages 14 to 18 of this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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### **Kong Shum Union Property Management (Holding) Limited**

### **港深聯合物業管理(控股)有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8181)**

*Executive Directors:*

Mr. Ho Ying Cheung (*Chairman*)

Mr. Ho Ying Choi

*Non-Executive Director:*

Mr. Kam Tak Yeung

*Independent Non-executive Directors:*

Mr. Cheung Kwong Wai

Mr. Tong Sze Chung

Mr. Wong Tsz Ho

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

Unit L, 1/F

Kaiser Estate, Phase 2

51 Man Yue Street

Hunghom, Kowloon

Hong Kong

24 June 2014

*To the Shareholders*

Dear Sirs or Madams,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to:

- (a) the granting of the General Mandate;

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## LETTER FROM THE BOARD

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- (b) the granting of the Repurchase Mandate;
- (c) the granting of the extension mandate to extend the General Mandate by an amount representing the aggregate nominal amount of any Shares repurchased under the Repurchase Mandate; and
- (d) the re-election of Directors.

### **GENERAL MANDATE TO ISSUE SHARES**

The Directors have been granted a general mandate to allot and issue Shares pursuant to the written resolutions of the sole Shareholder passed on 19 September 2013. As at the Latest Practicable Date, the existing general mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general mandate to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution.

### **GENERAL MANDATE TO REPURCHASE SHARES**

The Directors have been granted a general mandate to exercise the power of the Company to repurchase Shares pursuant to the written resolutions of the sole Shareholder passed on 19 September 2013. As at the Latest practicable Date, the existing repurchase mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general mandate to exercise all the powers of the Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution.

An explanatory statement giving the particulars required under the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the Appendix I to this circular.

The General Mandate and Repurchase Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws to be held; or (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

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## **LETTER FROM THE BOARD**

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The Company has in issue an aggregate of 400,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with 80,000,000 new Shares and to repurchase a maximum of 40,000,000 Shares respectively, on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

### **GENERAL EXTENSION MANDATE**

In addition, if the Repurchase Mandate and the General Mandate are granted, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the General Mandate to allot and issue Shares by an amount of shares representing the aggregate nominal value of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate.

### **RE-ELECTION OF THE DIRECTORS**

Pursuant to Article 83(3), the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 84(1), at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to Article 84(2), a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the above provisions of the Articles, Mr. Ho Ying Cheung and Mr. Ho Ying Choi will retire from office and, being eligible, offer themselves for re-election as executive Directors at the AGM. Particulars of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### AGM

The notice convening the AGM to be held at Unit L, 1/F., Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong on Friday, 25 July 2014 at 11:00 a.m. is set out on pages 14 to 18 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, *inter alia*, the resolutions proposed in this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

### VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the General Mandate, the Repurchase Mandate and the extension of the General Mandate and the re-election of retiring Directors are in the interests of the Company as well as 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.

### GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

**Kong Shum Union Property Management (Holding) Limited**

**Ho Ying Cheung**

*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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### **1. SOURCE OF FUNDS**

The Company is empowered by the Memorandum and Articles to repurchase its Shares. In accordance with the Cayman Islands law and the Memorandum and Articles, Shares may only be repurchased out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase or, subject to a statutory test of solvency, out of capital.

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Memorandum and Articles.

The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, subject to the statutory test of solvency, out of capital. Under Cayman Islands law, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 fully paid Shares. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 40,000,000 Shares being repurchased by the Company.

### **3. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share. As compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 March 2014, the Directors consider that there could be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed purchases period. However, no repurchases would be made in circumstances that would have a material adverse impact on the working capital or the gearing ratio of the Company.

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## APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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### 4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their Associates has any present intention, in the event that the proposal is approved by Shareholders, to sell their Shares to the Company or its subsidiaries under the Repurchase Mandate. No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company nor has he/she/it undertaken not to sell any of his/her/its Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of the Shares.

### 5. DISCLOSURE OF INTEREST AND EFFECT OF THE TAKEOVERS CODE

A repurchase of Shares by the Company pursuant to the Repurchase Mandate may result in an increase in the proportionate interests of substantial shareholders of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Number of shares beneficially held	Current percentage interest in the issued share capital of the Company	Approximate percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full (Note 2)
Mr. Ho Ying Cheung (Note 1)	300,000,000	75%	83.33%
Mr. Ho Ying Choi (Note 1)	300,000,000	75%	83.33%
Topgrow Holdings Limited (“Topgrow”) (Note 2)	300,000,000	75%	83.33%

Notes:

- 300,000,000 Shares are held by Topgrow. Each of Mr. Ho Ying Cheung and Mr. Ho Ying Choi own 40% and 60% of the issued share capital of Topgrow respectively.
- In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, and assuming there is no change to the share capital of the Company and shareholding of the respective Shareholders between the Latest Practicable Date and the date of such exercise.

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## APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will not result in any of the Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors also have no intention to exercise the Repurchase Mandate to such extent that would give rise an obligation to the Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25%.

### 6. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
October (since the Listing Date)	2.77	1.05
November	1.81	1.31
December	1.76	1.28
<b>2014</b>		
January	1.56	1.00
February	1.30	0.68
March	0.80	0.41
April	0.60	0.42
May	0.48	0.36
June (up to the Latest Practicable Date)	0.57	0.40

### 7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**8.      UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected person (as defined in the GEM Listing Rules) that such a person has a present intention to sell any Shares, nor has undertaken not to sell any Shares, to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and all applicable laws of Cayman Islands.

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

**MR. HO YING CHEUNG**

**Mr. Ho Ying Cheung**, aged 61, is the chairman and the founder of the Group, one of the controlling Shareholders and executive Directors. He was appointed as a Director on 15 August 2012 and is responsible for the Group's overall business development. He is also the chairman of the nomination committee of the Company. He was appointed as a director of Kong Shum Union Property Management Company Limited ("KSU") in August 1984.

Mr. Ho Ying Cheung completed the Hong Kong Certificate of Education Examination in 1971. Mr. Ho Ying Cheung founded KSU in August 1984 together with an independent shareholder. Due to personal reasons, Mr. Ho Ying Cheung transferred his shares to Mr. Ho Ying Choi in August 1992 and resigned as director of KSU in March 1992. He rejoined the Group in May 2007 and has been a director of KSU since then.

Mr. Ho Ying Cheung is the brother of Mr. Ho Ying Choi, an executive Director and one of the controlling Shareholders. Mr. Lau Ping Kwai, a member of the Group's senior management, is the spouse of Mr. Ho Ying Cheung's cousin. Save as disclosed, Mr. Ho Ying Cheung is not connected with any other Directors or member of senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed, Mr. Ho Ying Cheung has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Ho Ying Cheung has entered into a service contract with the Company for a term of three years commencing from 1 September 2013 and the service contract will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Ho Ying Cheung is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. The remuneration for Mr. Ho Ying Cheung was HK\$1,841,163 for the year ended 31 March 2014 which was determined with reference to his relevant experience, qualifications, duties and responsibilities in the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Topgrow, which is owned as to 40% and 60% by Mr. Ho Ying Cheung and Mr. Ho Ying Choi respectively, is interested in 300,000,000 Shares representing approximately 75% of the issued share capital of the Company. Save as disclosed, Mr. Ho Ying Cheung does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to Mr. Ho Ying Cheung that need to be brought to the attention of the Shareholders.

**MR. HO YING CHOI**

**Mr. Ho Ying Choi**, aged 54, is an executive Director, the chief executive officer of the Group and one of the controlling Shareholders. He was appointed as a Director on 15 August 2012 and is responsible for business operation, finance management and sales and marketing. He is also a member of the remuneration committee and the nomination committee of the Company. He was appointed as a director of KSU in March 1992.

Mr. Ho Ying Choi obtained a Bachelor's degree of Science from Memorial University of Newfoundland (Canada) in 1985.

Mr. Ho Ying Choi is the brother of Mr. Ho Ying Cheung, an executive Director and one of the controlling Shareholders. Mr. Lau Ping Kwai, a member of the Group's senior management, is the spouse of Mr. Ho Ying Choi's cousin. Save as disclosed, Mr. Ho Ying Choi is not connected with any other Directors, member of the senior management, Substantial Shareholders or Controlling Shareholders of the Company.

Save as disclosed, Mr. Ho Ying Choi has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Ho Ying Choi has entered into a service contract with the Company for a term of three years commencing from 1 September 2013 and the service contract will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Ho Ying Choi is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. The remuneration for Mr. Ho Ying Choi was HK\$1,851,850 for the year ended 31 March 2014 which was determined with reference to his relevant experience, qualifications, duties and responsibilities in the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Topgrow, which is owned as to 40% and 60% by Mr. Ho Ying Cheung and Mr. Ho Ying Choi respectively, is interested in 300,000,000 Shares representing approximately 75% of the issued share capital of the Company. Save as disclosed, Mr. Ho Ying Choi does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

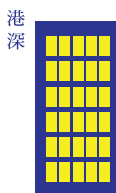
Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to Mr. Ho Ying Choi that need to be brought to the attention of the Shareholders.



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## NOTICE OF AGM

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### **Kong Shum Union Property Management (Holding) Limited** **港深聯合物業管理(控股)有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8181)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Kong Shum Union Property Management (Holding) Limited (the “Company”) will be held at 11:00 a.m. on Friday, 25 July 2014 at Unit L, 1/F., Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of directors of the Company (the “Directors”) and the independent auditor of the Company for the year ended 31 March 2014;
2. To re-elect Mr. Ho Ying Cheung as an executive director of the Company;
3. To re-elect Mr. Ho Ying Choi as an executive director of the Company;
4. To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
5. To re-appoint World Link CPA Limited as the auditor of the Company and authorise the Board to fix the auditor’s remuneration; and
6. To declare a final dividend of HK5 cents per share for the year ended 31 March 2014.

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## NOTICE OF AGM

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

7. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new shares, in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended from time to time) (the “GEM Listing Rules”) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights attaching to any warrants which may be issued by the Company; (iii) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time; shall not exceed 20% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF AGM

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- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

8. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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(c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.”

9. “**THAT** conditional upon resolutions 7 and 8 above being passed (with or without amendments), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in resolution 7 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under resolution 8 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of the passing of this resolution.”

By order of the Board

**Kong Shum Union Property Management (Holding) Limited**

**Ho Ying Cheung**

*Chairman*

Hong Kong, 24 June 2014

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## NOTICE OF AGM

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*Notes:*

1. A member of the Company entitled to attend and vote at the annual general meeting may appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the annual general meeting and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the annual general meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not later than 48 hours before the time for holding the annual general meeting or any adjournment thereof.
4. To ascertain the shareholders' entitlement to attend and vote at the meeting, the Register of Members will be closed from Wednesday, 23 July 2014 to Friday, 25 July 2014, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Union Registrars Limited, 18/F Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, July 2014.

To ascertain the shareholders' entitlement to the proposed final dividend, the Register of Members will be closed from Friday, 1 August 2014 to Monday, 4 August 2014, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Union Registrars Limited, 18/F Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 31 July 2014..

5. As at the date of this notice, the executive directors of the Company are Mr. Ho Ying Cheung and Mr. Ho Ying Choi; the non-executive director of the Company is Mr. Kam Tak Yeung; and the independent non-executive directors of the Company are Mr. Cheung Kwong Wai, Mr. Tong Sze Chung and Mr. Wong Tsz Ho.
6. A circular containing, inter alia, details of the proposed general mandate to issue shares of the Company, and information of the retiring Directors who are proposed to be re-elected at the AGM, will be dispatched to the shareholders of the Company.
7. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.kongshum.com.hk/](http://www.kongshum.com.hk/) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.