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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Shinhint Acoustic Link Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**SHINHINT ACOUSTIC LINK HOLDINGS LIMITED****成謙聲匯控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 2728)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND  
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at Chairman's Place, M/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 23rd May, 2014 at 10:30 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

15th April, 2014

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## DEFINITIONS

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

“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at Chairman’s Place, M/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 23rd May, 2014 at 10:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	Shinhint Acoustic Link Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of such resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9th April, 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued share capital of the Company at the date of the passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Shares Repurchases
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

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## LETTER FROM THE BOARD

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### SHINHINT ACOUSTIC LINK HOLDINGS LIMITED

### 成謙聲匯控股有限公司

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

**(Stock Code: 2728)**

*Executive Directors:*

Mr. Cheung Wah Keung (*Chairman of the Board*)

Mr. Wong Sau Lik, Weeky Peter

Mr. Su Zhiyong

*Non-Executive Director:*

Yip Yat Ming

*Independent Non-Executive Directors:*

Mr. Lai Ming, Joseph

Dr. Lam King Sun, Frankie

Mr. Goh Gen Cheung

*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 1506, 15th Floor

Nanyang Plaza

57 Hung To Road

Kwun Tong

Kowloon

Hong Kong

15th April, 2014

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES  
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

At the annual general meeting of the Company held on 16th May, 2013, a general mandate was given to the Directors to exercise the powers of the Company to issue and repurchase its Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

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## **LETTER FROM THE BOARD**

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At the Annual General Meeting, resolutions will be proposed, among other matters:

- (a) to re-elect the Directors;
- (b) to grant the General Mandate to the Directors;
- (c) to grant the Repurchase Mandate to the Directors; and
- (d) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting for the grant of the General Mandate and the Repurchase Mandate and the re-election of Directors and to give you the notice of the Annual General Meeting.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I of this circular.

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## LETTER FROM THE BOARD

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### **General Mandate**

The Company has in issue an aggregate of 321,545,564 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 64,309,112 Shares, representing 20% of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting.

The Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders.

### **Repurchase Mandate**

On pages 13 to 17 of this circular is the notice of the Annual General Meeting. At the Annual General Meeting, and as part of the special business of the Annual General Meeting, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to repurchase up to a maximum of 32,154,556 Shares, representing 10% of the issued Shares at the time of the passing of the resolution approving the Repurchase Mandate.

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

According to Article 87, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting. A retiring Director shall be eligible for re-election.

In accordance with Article 87, Mr. Goh Gen Cheung and Mr. Lai Ming, Joseph shall retire from their offices by rotation at the Annual General Meeting. Being eligible, Mr. Goh Gen Cheung will offer himself for re-election at the Annual General Meeting. Mr. Lai Ming, Joseph has tendered his resignation as an independent non-executive director with effect from the conclusion of the Annual General Meeting. He, although eligible, has also informed the Board his intention of not seeking re-election and will retire from the Board with effect from the conclusion of the Annual General Meeting.

The Board considered that Mr. Goh Gen Cheung being independent non-executive director of the Company should be re-elected as he has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has given an annual confirmation of independence to the Company.

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## LETTER FROM THE BOARD

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According to Article 86(3), the Directors shall have the 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 so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election.

In accordance with Article 86(3), Mr. Su Zhiyong and Mr. Yip Yat Ming, who were appointed as Directors with effect from 7th April, 2014, shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Goh Gen Cheung, Mr. Su Zhiyong and Mr. Yip Yat Ming respectively as Directors of the Company.

Particulars relating to Mr. Goh Gen Cheng, Mr. Su Zhiyong and Mr. Yip Yat Ming are set out in Appendix II to this circular.

### **POLL VOTING AT ANNUAL GENERAL MEETING**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 of the Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

### **RECOMMENDATION**

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate to the Shares repurchased pursuant to the Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

### **GENERAL**

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,  
By Order of the Board  
**Shinhint Acoustic Link Holdings Limited**  
**Cheung Wah Keung**  
*Chairman*



*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

#### **1. REPURCHASE OF SHARES FROM CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

#### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 321,545,564 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,154,556 Shares.

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

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

#### **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31st December, 2013, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## **5. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
April	0.385	0.365
May	0.495	0.40
June	0.62	0.40
July	0.81	0.55
August	0.72	0.65
September	0.71	0.69
October	0.85	0.68
November	0.85	0.68
December	0.80	0.70
<b>2014</b>		
January	0.76	0.69
February	0.72	0.64
March	0.73	0.60
April (up to the Latest Practicable Date)	0.75	0.68

## **6. UNDERTAKING**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

## **7. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Cheung Wah Keung, a Director and a substantial shareholder of the Company, was interested in a total of 111,251,473 Shares, representing approximately 34.60% of the issued Shares of the Company.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, then (if the present shareholdings otherwise remained the same) the total interests of Mr. Cheung Wah Keung in the Company would be increased to approximately 38.44% of the issued Shares of the Company, which will exceed the 2% creeper as specified in Rule 26.1 of the Takeovers Code. As such, an exercise of the Repurchase Mandate in full will result in Mr. Cheung Wah Keung becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise any of the Repurchase Mandate to such an extent that will result in a requirement of Mr. Cheung Wah Keung to make a mandatory offer under the Takeovers Code.

Accordingly, save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. In addition, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

## **8. SHARES REPURCHASES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The details of the Directors who will retire from offices by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:*

**Mr. Goh Gen Cheung**

Mr. Goh Gen Cheung, aged 67, has been an Independent Non-Executive Director of the Company since June 2005. Mr. Goh has over 30 years of experience in the field of treasury, finance and banking in Hong Kong and the Asia Pacific Region. Mr. Goh is an associate member of the Institute of Bankers and obtained a Master's degree in Business Administration from the University of East Asia in Macau in February 1987.

Mr. Goh is an independent non-executive director of Beijing Properties (Holdings) Limited and CEC International Holdings Limited, both of which are companies whose shares are listed on the Stock Exchange.

Mr. Goh was an independent non-executive director of Wah Lee Resources Holdings Limited (now known as Kai Yuan Holdings Limited) ("Wah Lee"), a company incorporated in Bermuda whose shares are listed on the Stock Exchange, from August 1996 to October 2000. At the time when Mr. Goh was an independent non-executive director, Wah Lee was engaged in the distribution of air conditioning systems, audio visual products and photographic products, trading of other electrical consumer products under various brand-named to the People's Republic of China. Wah Lee had been put into provisional liquidation for a period of six months from April 2000 to October 2000. He resigned from the post of independent non-executive director of Wah Lee with effect from the date on which the restructuring of Wah Lee was successfully completed in October 2000. He was not involved in any investigation by the Stock Exchange, the Securities and Futures Commission, the provisional liquidators or any of the other regulators.

As at the Latest Practicable Date, Mr. Goh is interested in 300,000 underlying shares in respect of share options granted under the share option scheme of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Goh does not have any relationship with other director, senior management, substantial or controlling shareholder of the Company.

Mr. Goh has entered into a service contract with the Company commencing from 25th June, 2011 for a term of three years. His appointment will be subject to normal retirement and re-election by shareholders pursuant to the Articles of Association of the Company. He is entitled to receive a monthly emolument of HK\$20,800 which is determined by the Board with reference to his duties and responsibilities with the Company.

In relation to the proposed re-election of Mr. Goh, save as disclosed above, there is no information relating to Mr. Goh that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company

**Mr. Su Zhiyong**

Mr. Su Zhiyong, aged 41, has been an Executive Director of the Company since April 2014. He is also the vice president of operations of Crown Million Industries (International) Limited, an indirectly wholly owned subsidiary of the Company. Mr. Su graduated from the University of Continuing Education of the Guangdong Provincial Party School majoring in administration and management in 2000 and graduated from the Advance Level Research Class, Selected Course of the MBA for Managers in Office of Sun Yat-Sen University in 2003. Mr. Su does not hold any directorships in other public listed company in the past three years.

As at the Latest Practicable Date, Mr. Su does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Su does not have any relationship with other director, senior management, substantial or controlling Shareholder.

Mr. Su has entered into a service contract with the Company commencing from 7th April, 2014 for a term of three years. His appointment will be subject to normal retirement and re-election by Shareholders pursuant to Articles of Association. He is entitled to receive a monthly emolument of HK\$10,000 which is determined by the Board with reference to his duties and responsibilities with the Company.

In relation to the proposed re-election of Mr. Su, there is no information relating to Mr. Su that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Yip Yat Ming**

Mr. Yip Yat Ming, aged 59, has been a Non-Executive Director of the Company since April 2014. He has over 30 years experience in corporate management. Since 1981, Mr. Yip has been in the management of agriculture and fisheries, entertainment and tourism industry. During 2004 – 2005, Mr. Yip was appointed as a board member of the Fish Marketing Advisory Board. During 2005 – 2010, Mr. Yip was invited to be a general manager of the Sino Union Petroleum & Chemical International Limited (currently known as Yanchang Petroleum International Limited), a company whose shares listed on the Stock Exchange. His focus was mainly on the development of oil and mineral sectors. Mr. Yip also has a rich operational experience and relationship in Greater China region. Mr. Yip does not hold any directorships in other public listed company in the past three years.

As at the Latest Practicable Date, Mr. Yip does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Yip does not have any relationship with other director, senior management, substantial or controlling Shareholder.

Mr. Yip has entered into a service contract with the Company commencing from 7th April, 2014 for a term of three years. His appointment will be subject to normal retirement and re-election by Shareholders pursuant to Articles of Association. He is entitled to receive a monthly emolument of HK\$5,000 which is determined by the Board with reference to his duties and responsibilities with the Company.

In relation to the proposed re-election of Mr. Yip, there is no information relating to Mr. Yip that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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## SHINHINT ACOUSTIC LINK HOLDINGS LIMITED 成謙聲匯控股有限公司

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

**(Stock Code: 2728)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Shinhint Acoustic Link Holdings Limited (the “Company”) will be held at Chairman’s Place, M/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 23rd May, 2014 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31st December, 2013.
2. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint the Company’s auditor and to authorise the board of directors to fix their remuneration.

To consider, as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

4. **“THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the Company (the “Shares”) and to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”) or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;



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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**
- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of 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, the Companies Law or any other applicable law of the Cayman Islands to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”

By Order of the Board  
**Shinhint Acoustic Link Holdings Limited**  
**Cheung Wah Keung**  
*Chairman*

Hong Kong, 15th April, 2014

*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 1506, 15th Floor  
Nanyang Plaza  
57 Hung To Road  
Kwun Tong  
Kowloon  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from 21st May, 2014 to 23rd May, 2014 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 20th May, 2014.
4. In relation to proposed resolution no. 2 above, Mr. Goh Gen Cheung will retire from his office at the above meeting pursuant to article 87 of the articles of association of the Company and, being eligible, will offer himself for re-election. Mr. Su Zhiyong and Mr. Yip Yat Ming will retire from their offices at the above meeting pursuant to article 86(3) of the articles of association of the Company and, being eligible, will offer themselves for re-election.
5. In relation to proposed resolution nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 66 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.