

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

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

**If you have sold or transferred** all your shares in Ceneric (Holdings) Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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## **CENERIC (HOLDINGS) LIMITED**

**新嶺域 (集團) 有限公司**

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

**(Stock Code: 542)**

### **PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **Placing Agents**



A notice convening the extraordinary general meeting of the Company (the “**EGM**”) to be held at the Conference Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 30 July 2015 at 11:30 a.m. is set out on pages 14 to 15 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

15 July 2015

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 18 June 2015 in relation to the Placing
“Board”	the board of Directors
“Bond(s)”	the First Tranche Bond and the Second Tranche Bond, in an aggregate principal amount of HK\$325,000,000
“Business Day(s)”	any day (excluding Saturday, Sunday or public holiday in Hong Kong) on which banks are generally open for business in Hong Kong
“Company”	Ceneric (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company from time to time
“EGM”	an extraordinary general meeting of the Company to be convened and held at the Conference Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 30 July 2015 at 11:30 a.m. for the purpose of considering and approving the grant of the Specific Mandate, the Placing Agreement and the transactions contemplated thereunder
“First Tranche Bond”	the 3.5% unsecured and non-convertible bonds in the principal amount of HK\$150,000,000 with maturity date falling four years from the date of initial issue on 14 April 2014
“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 PRC
“Kingston”	Kingston Securities Limited, a corporation licensed to carry out business in type 1 (dealing in securities) regulated activities under the SFO
“Last Full Trading Day”	17 June 2015, being the last full trading day for the Shares before the date of the Placing Agreement

## DEFINITIONS

“Last Trading Day”	18 June 2015, being the date of the Placing Agreement
“Latest Practicable Date”	13 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to herein
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any individual(s), corporate, institutional or other investor(s) procured by the Placing Agents to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares, on a best effort basis, pursuant to the terms and conditions of the Placing Agreement
“Placing Agents”	Kingston and VMS, and each a “Placing Agent”
“Placing Agreement”	a conditional placing agreement entered into between the Company and the Placing Agents dated 18 June 2015 in relation to the Placing
“Placing Price”	HK\$0.15 per Placing Share
“Placing Shares”	up to 2,500,000,000 Shares to be placed pursuant to the terms of the Placing Agreement
“PRC”	the People’s Republic of China and for the purpose of this circular, exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Second Tranche Bond”	the 3.5% unsecured and non-convertible bonds in the principal amount of HK\$175,000,000 with maturity date falling four years from the date of initial issue on 21 May 2014
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

## DEFINITIONS

“Specific Mandate”	the specific mandate to allot and issue new Shares to be granted by the Shareholders to the Board at the EGM for the issuance and allotment of the Placing Shares pursuant to the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“VMS”	VMS Securities Limited, a corporation licensed to carry out business in 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
“%”	per cent

**CENERIC (HOLDINGS) LIMITED**  
**新嶺域 (集團) 有限公司**

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

**(Stock Code: 542)**

*Executive Directors:*

Mr. CHENG Wai Lam, James  
*(Chief Executive Officer)*  
Mr. CHI Chi Hung, Kenneth  
Mr. MA Erqiang

*Non-executive Directors:*

Mr. HUANG Zhenda  
Mr. YEUNG Kwok Leung

*Independent non-executive Directors:*

Ms. CHAN Hoi Ling  
Ms. SO Wai Lam  
Mr. SUNG Yat Chun

*Registered office:*

The Offices of Sterling Trust  
(Cayman) Limited  
Caledonian House  
69 Dr. Roy's Drive  
P.O. Box 1043, George Town  
Grand Cayman KY1-1102  
Cayman Islands

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

7/F., Guangdong Finance Building  
88 Connaught Road West  
Sheung Wan  
Hong Kong

15 July 2015

*To the Shareholders*

Dear Sir or Madam,

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement whereby the Board announced, inter alia, that on 18 June 2015, the Company and the Placing Agents entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place, through the Placing Agents, on a best effort basis, up to 2,500,000,000 new Shares to not less than six Placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons at the Placing Price of HK\$0.15 per Placing Share. The Placing is subject to the Shareholders' approval at the EGM. The EGM will be convened at which a resolution will be proposed to seek the approval of the Shareholders for the grant of the Specific Mandate to cover the allotment and issue of the Placing Shares pursuant to the Placing Agreement.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information regarding, among other things, the Placing and the notice of the EGM to be convened for the purpose of considering and, if thought fit, approving the Placing Agreement and the transactions contemplated thereunder.

### THE PLACING AGREEMENT

#### Date

18 June 2015

#### Issuer

The Company

#### Placing Agents

- (a) Kingston; and
- (b) VMS.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Placing Agents and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

#### Placing Shares

The Placing Agents have conditionally agreed with the Company to place, on a best effort basis, to not fewer than six Placees up to 2,500,000,000 new Shares. Kingston and VMS have conditionally agreed to place up to 1,250,000,000 Placing Shares and 1,250,000,000 Placing Shares respectively, on a best effort basis, to the Placees. It is not expected that any Placing Agents or any Placees will become a substantial shareholder of the Company holding 10% or more of the voting rights as a result of the Placing.

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and completion of the Placing, the Placing Shares represent (i) approximately 129.42% of the existing issued share capital of the Company, and (ii) approximately 56.41% of the issued share capital of the Company as enlarged by the issue of the Placing Shares. Based on the closing price of the Shares of HK\$0.41 per Share on 18 June 2015, the date of the Placing Agreement, the Placing Shares have a market value of approximately HK\$1,025 million.

The Placing Shares will rank, upon issue, pari passu in all respect with the Shares in issue on the date of allotment and issue of the Placing Shares.

## LETTER FROM THE BOARD

### Placee(s)

The Placing Agents have conditionally agreed with the Company to place, on a best effort basis, to not fewer than six independent individuals, corporate and/or institutional placees, who and whose ultimate beneficial owners will be independent third parties. It is expected that none of the Placees will become a substantial shareholder of the Company immediately after completion of the Placing. If any of the Placees becomes a substantial shareholder of the Company after the completion of the Placing, further announcement(s) will be made by the Company as and when appropriate. To the best of the knowledge of the Directors, upon reasonable enquiry being made, it is expected that each of the Placees will be a third party independent of and not connected with the Company and its connected persons.

### Placing Price

The Placing Price of HK\$0.15 represents:

- (i) a discount of approximately 63.41% to the closing price of HK\$0.410 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 58.90% to the closing price of HK\$0.365 per Share as quoted on the Stock Exchange on the Last Full Trading Day;
- (iii) a discount of approximately 59.57 % to the average closing price of HK\$0.371 per Share as quoted on the Stock Exchange for the last five trading days prior to the Last Trading Day;
- (iv) a discount of approximately 59.57% to the average closing price of HK\$0.371 per Share as quoted on the Stock Exchange for the last five trading days prior to the Last Full Trading Day;
- (v) a discount of approximately 59.89 % to the average closing price of HK\$0.374 per Share as quoted on the Stock Exchange for the last ten trading days prior to the Last Trading Day;
- (vi) a discount of approximately 60.00% to the average closing price of HK\$0.375 per Share as quoted on the Stock Exchange for the last ten trading days prior to the Last Full Trading Day; and
- (vii) a discount of approximately 42.31% to the closing price of HK\$0.260 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Placing Price was negotiated on an arm's length basis between the Company and the Placing Agents and was determined with the current trading price of the Shares. The Company has reviewed the Placing Price with the historical highest and lowest closing prices and the average daily closing price of the Shares as quoted on the Stock Exchange during the period commencing from 18 June 2014, being twelve months prior to the signing of the Placing Agreement, up to and including the Last Trading Day; during the aforesaid period, the closing prices of Shares ranged from the lowest of HK\$0.117 per Share on 3 July 2014 to the highest



## **LETTER FROM THE BOARD**

of HK\$0.41 per Share on the Last Trading Day with an average closing price of approximately HK\$0.179. The Placing Price is thus within the said historical price range of the Shares during the aforesaid period.

The Directors also reviewed the recent trading volume of the Shares and took into account the size of the Placing Shares. During the period of June 2015 and prior to the date of the Placing Agreement, daily trading volume of the Shares ranged from the highest of approximately 39.7 million Shares to the lowest of approximately 1.2 million Shares. Also, the number of Placing Shares represents about 1.3 times of the existing issued share capital of the Company. The Directors noted the relative thin trading volume of the Shares as compared to the relatively significant number of the Placing Shares. The Directors also noted that completion of the Placing requires certain period of time which exposed to substantial market risk as it is subject to Shareholder's approval. In light of the circumstances, the Directors consider that the Placing Price is at a marketable level. Thus, the Directors consider that the Placing Price is fair and reasonable and in the interest of the Company and the Shareholders as a whole under the current market conditions.

### **Placing commissions**

The Placing Agents will receive a placing commission of 2.5% on the aggregate Placing Price of the number of Placing Shares actually placed by the Placing Agents in the Placing. The placing commission was determined after arm's length negotiation between the Company and the Placing Agents with reference to the market rate and after taking into account the size of the Placing and the time allowed for the Placing Agents to procure the prospective Placees.

### **Conditions of the Placing**

Completion of the Placing is conditional upon the satisfaction of the following conditions:

- (a) there shall not have occurred any breach or any event render untrue or inaccurate, any of the representations, warranties or undertakings under the Placing Agreement;
- (b) the listing of and permission to deal in all the Placing Shares being granted (subject only to allotment) by the Listing Committee of the Stock Exchange in principle and dealings of the Placing Shares being allowed by the Stock Exchange (and such listing and permission not subsequently being revoked);
- (c) no relevant government, governmental, quasi-governmental, statutory or regulatory body, court or agency having granted any order or made any decision that would make the Placing void, unenforceable or illegal, or restrict or prohibit the implementation of, or impose any additional material conditions or obligations with respect to the Placing (other than such orders or decisions as would not have a material adverse effect on the legal ability of the Company to proceed with the Placing);
- (d) the approval by the Shareholders at the EGM of the Placing Agreement and the allotment and issue of the Placing Shares in accordance with the terms and conditions of the Placing Agreement; and

## LETTER FROM THE BOARD

- (e) the Placing Agreement not being rescinded by the Placing Agents pursuant to the terms of the Placing Agreement.

All the above conditions cannot be waived. As at the Latest Practicable Date, none of the above conditions has been fulfilled. In the event that the conditions to the Placing are not fulfilled on or before 31 August 2015 (or such later date as may be agreed between the Company and the Placing Agents), the obligations and liabilities of the Company under the Placing shall be null and void and the Company shall be released from all rights and obligations pursuant to the Placing.

### **Application for listing**

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

### **Rescission**

The Placing Agreement may be rescinded by the Placing Agents at any time prior to the completion of the Placing:

- (a) if there has come to the notice of the Placing Agents:
  - (i) that any statement contained in the Announcement was, when it was issued, or has become, untrue, incorrect or misleading in any respect; or
  - (ii) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of the Announcement, constitute an omission therefrom; or
  - (iii) any breach of the undertakings, warranties and representations set out in the Placing Agreement; or
  - (iv) any material breach of any of the obligations imposed upon any party to the Placing Agreement (other than the Placing Agents); or
  - (v) any of the undertakings, warranties and representations set out in the Placing Agreement would be untrue or inaccurate or misleading in any respect if given at that time; or
  - (vi) any adverse change in the business or in the financial or trading position or prospects of any member of the Group taken as a whole which is material in the context of the Placing; or

## LETTER FROM THE BOARD

- (b) if there develops, occurs, or comes into effect:
- (i) any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the sole and absolute opinion of the Placing Agents would prejudice the success of the Placing; or
  - (ii) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which, in the sole and absolute opinion of the Placing Agents, would prejudice the success of the Placing; or
  - (iii) any change in conditions of local, national or international securities markets occurs which in the sole and absolute opinion of the Placing Agents would prejudice the success of the Placing; or
  - (iv) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or the PRC and if in the sole and absolute opinion of the Placing Agents any such new law or change would materially and adversely affect the business or financial prospects of the Group and/or prejudice the success of the Placing; or
  - (v) a change or development occurs involving a prospective change of taxation or exchange control (or the implementation of exchange control) in Hong Kong or the PRC which would, in the sole and absolute opinion of the Placing Agents, prejudice the success of the Placing; or
  - (vi) any litigation or claim of material importance of any third party being instigated against any member of the Group, which has or may have a material adverse effect on the business or financial prospects of the Group and which in the sole and absolute opinion of the Placing Agents would materially prejudice the success of the Placing.

The Board is not aware of the occurrence of any of the aforesaid events as at the Latest Practicable Date.

## LETTER FROM THE BOARD

### Completion of the Placing

Completion of the Placing is expected to take place on the fourth Business Day after the fulfillment of the conditions set out in the Placing Agreement (or such other time or date as the Company and the Placing Agents may agree in writing).

The allotment and issue of the Placing Shares will be made under the Specific Mandate to be sought from the Shareholders at the EGM.

**Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of the conditions precedent under the Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

### REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is principally engaged in properties development and hotel business investment in the PRC.

As mentioned in the announcement of the Company dated 5 May 2015, the Company was in the course of preliminary consideration of a possible disposal of asset and a few potential new investments. As at the Latest Practicable Date, no concrete corporate action was concluded. Save for aforesaid, the Company has not considered, discussed or contemplated any other corporate action as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company has (i) outstanding Bonds in the principal amount of HK\$325.0 million bearing interest at an interest rate of 3.5% per annum, comprising the First Tranche Bonds of HK\$150 million with maturity date on 14 April 2018 and the Second Tranche Bond of HK\$175 million with maturity date on 21 May 2018; and (ii) outstanding loans of approximately HK\$147.1 million. As at the Latest Practicable Date, the aggregate interest payable in respect of the Bonds amounted to approximately HK\$13.6 million. The Bonds may be repaid by the issuer of the Bonds in whole or in part at any time without premium or penalty, whereas early repayment of the loans is subject to additional charges or penalty interest approximately equivalent to one month interest of the amount early repaid.

Upon completion of the Placing, the shareholding interest of the existing Shareholders will have dilution of approximately 56.41% and the shareholding interest of Star Advance International Limited will be diluted from approximately 28.99% to approximately 12.64%; and the shareholding interest of the public Shareholders will be diluted from approximately 71.01% to approximately 30.95%.

## **LETTER FROM THE BOARD**

On the assumption that the maximum of 2,500,000,000 Placing Shares are successfully placed, the net price per Placing Share is expected to be approximately HK\$0.146 and the net proceeds from the Placing is expected to be approximately HK\$364.4 million. The Company intends to use the net proceeds as to approximately HK\$340.5 million for repayment of the Bonds in the principal amount of HK\$325.0 million and interest thereon; and the remaining approximately HK\$23.9 million for general working capital of the Group, including the payments of salaries, rental expenses, other administrative and operating expenses. Upon repayment of the Bonds in the principal amount of HK\$325.0 million and interest thereon, the Directors estimate that there will be a saving of interest payable under the Bonds up to their maturities of approximately HK\$30.4 million and the total liabilities of the Group will be reduced by reducing its indebtedness of approximately HK\$340.1 million.

The Board has considered alternative fund raising activities, including but not limited to debt finance, rights issue or open offer. As regards debt financing, having considered that it would increase the gearing level of the Group and the interest expenses incurred which would impose additional financial burden to the Group's future cash flows, the Board considers that such fund raising method is currently not the most appropriate method to the Group. As regards the viability of a rights issue or an open offer, the Board is of the view that it would be difficult to identify underwriter(s) which is/are interested to underwrite a rights issue or open offer of the Company in light of its current financial position with relatively high debts to equity position. The Directors consider that even if such an independent underwriter were identified, the rights issue or open offer would incur costly underwriting commission, involve issue of prospectus and other administrative steps and the process would be relatively time consuming as compared to the Placing.

In view of the current market, the Directors consider that the Placing represents a good opportunity for the Company to raise additional capital to enhance its capital base and broaden its shareholders' base. The Company intends to lower its overall liabilities in order to facilitate future development of the Group. Despite of the dilution impact as mentioned above, having considered the saving of interest payable under the Bonds up to their maturities of approximately HK\$30.4 million; the gearing level of the Group will be reduced by reducing its indebtedness; the positive impact on the Group's liquidity and financial resources after receipt of the proceeds from the Placing, the Placing would enable the Company to raise a relatively significant amount of capital, the Directors are of the view that the Placing can strengthen the financial position of the Group and provide working capital to the Group to repay its outstanding debts and meet any future development and obligations. The Directors consider that the terms of the Placing are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### **CAPITAL RAISING ACTIVITIES IN THE PAST 12 MONTHS**

The Company has not carried out any other capital raising activities during the 12 months immediately preceding the Latest Practicable Date.

<b>LETTER FROM THE BOARD</b>
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**EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE PLACING**

Assuming there will not be any change in the issued share capital of the Company from the Latest Practicable Date up to the completion of the Placing, set out below is the table of the shareholdings in the Company (i) as at the Latest Practicable Date; and (ii) upon completion of Placing:

<b>Shareholders</b>	<b>As at the Latest Practicable Date</b>		<b>Upon completion of the Placing</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Star Advance International Limited (Note 1)	560,000,000	28.99	560,000,000	12.64
Places	—	—	2,500,000,000	56.41
Public Shareholders	<u>1,371,638,040</u>	<u>71.01</u>	<u>1,371,638,040</u>	<u>30.95</u>
<b>Total</b>	<u><u>1,931,638,040</u></u>	<u><u>100.00</u></u>	<u><u>4,431,638,040</u></u>	<u><u>100.00</u></u>

*Notes:*

1. The entire issued shares of Star Advance International Limited are owned by Mr. Fong Shing Kwong.
2. The percentages are subject to rounding difference, if any.

**EGM**

The transactions contemplated under the Placing Agreement, including the issue of the Placing Shares, are subject to the approval by the Shareholders at the EGM.

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Placing Agreement and the proposed grant of Specific Mandate.

A notice convening the EGM to be held at the Conference Room, 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 30 July 2015 at 11:30 a.m. is set out on pages 14 and 15 of this circular.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Placing at the EGM.

## LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish. Voting on the proposed resolution at the EGM will be taken by poll.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable 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 misleading.

### RECOMMENDATION

The Directors are of the opinion that the Placing Agreement and transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**Ceneric (Holdings) Limited**  
**CHENG Wai Lam, James**  
*Executive Director*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**CENERIC (HOLDINGS) LIMITED**  
**新嶺域(集團)有限公司**

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

**(Stock Code: 542)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Ceneric (Holdings) Limited (the “**Company**”) will be held at the Conference Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 30 July 2015 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the placing agreement dated 18 June 2015 entered into between the Company as issuer and Kingston Securities Limited and VMS Securities Limited as placing agents in relation to the placing of up to 2,500,000,000 new shares of the Company (the “**Placing Shares**”) in the share capital of the Company at a placing price of HK\$0.15 per Placing Share (the “**Placing Agreement**”) on a best efforts basis (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and fulfillment of conditions set out in the Placing Agreement, the issue and allotment of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved; and
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement and in relation to the issue and allotment of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By order of the Board  
**Ceneric (Holdings) Limited**  
**CHENG Wai Lam, James**  
*Executive Director*

Hong Kong, 15 July 2015



## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Registered office:*

The Offices of Sterling Trust (Cayman) Limited  
Caledonian House  
69 Dr. Roy's Drive  
P.O. Box 1043, George Town  
Grand Cayman KY1-1102  
Cayman Islands

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

7/F., Guangdong Finance Building  
88 Connaught Road West  
Sheung Wan  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order for such appointment to be valid, the form of proxy, and, if required, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.