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## THIS DOCUMENT 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 ShiFang Holding Limited (十方控股有限公司) (the “Company”), 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 transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 contents of this circular.

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**SHIFANG HOLDING LIMITED**

**十方控股有限公司**

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

**(Stock code: 1831)**

**GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Rooms 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on 22 May 2013, Wednesday at 10:30 a.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

16 April 2013

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## **RESPONSIBILITY STATEMENT**

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This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Group. The information contained herein relating to the Group has been supplied by the Directors who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge, information and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Group.

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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:*

“AGM”	the annual general meeting of the Company to be convened and held at Rooms 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Tuesday, 22 May 2013 at 10:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“Company”	ShiFang Holding Limited (十方控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“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

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and 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 ordinary resolution in relation thereof
“Latest Practicable Date”	9 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as may be amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase the fully paid-up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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**SHIFANG HOLDING LIMITED**

**十方控股有限公司**

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

**(Stock code: 1831)**

*Executive Directors:*

Mr. Chen Zhi (*Chairman*)

Mr. Hong Pei Feng

Mr. Zhang Tie Zhu

Mr. Yu Shi Quan

*Non-executive Director:*

Mr. Wang Ping

Ms. Chen Min

*Independent non-executive Directors:*

Mr. Zhou Chang Ren

Mr. Wang Heung Ming, Henry

Mr. Zhuo Ze Yuan

Mr. Cai Jian Quan

*Registered office:*

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

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

18/F., Edinburgh Tower

The Landmark

15 Queen's Road Central

Hong Kong

16 April 2013

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the AGM, ordinary resolutions will be proposed to the Shareholders for approval of, inter alia, (1) the grant of the Issue Mandate; (2) the grant of the Repurchase Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; and (4) the re-election of the retiring Directors.

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## **LETTER FROM THE BOARD**

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The purpose of this circular is to give you notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

### **REPURCHASE MANDATE**

At the AGM, an ordinary resolution will be proposed to the Shareholders to grant the Repurchase Mandate to the Directors. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

### **ISSUE MANDATE AND EXTENSION OF ISSUE MANDATE**

At the AGM, an ordinary resolution will be proposed to the Shareholders to grant to the Directors the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and on the basis that no outstanding share options of the Company are exercised and no further Shares are issued, allotted, repurchased or cancelled by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 167,988,424 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date, being issued by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution passed by the Shareholders at a general meeting of the Company.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

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

Pursuant to article 16.2 of the Articles, each of Mr. Chen Zhi, Mr. Hong Pei Feng, Mr. Zhou Chang Ren and Mr. Wong Heung Ming, Henry will hold office until the AGM and being eligible, will offer themselves for re-election at the AGM. The biographical details of these Directors are set out in Appendix II to this circular.

### **AGM**

The AGM will be held at Rooms 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on 22 May 2013, Wednesday at 10:30 a.m.. A notice of the AGM is set out on pages 16 to 20 of this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### RECOMMENDATION

The Directors consider that (1) the grant of the Issue Mandate; (2) the grant of the Repurchase Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; and (4) the re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**ShiFang Holding Limited**  
**Chen Zhi**  
*Chairman*



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

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

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 839,942,121 Shares.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate as set out in the notice of the AGM and on the basis that no outstanding share options of the Company are exercised and no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 83,994,212 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company during the period ending on the earlier of the conclusion of (1) the next annual general meeting of the Company; or (2) the date by which the next annual general meeting of the Company is required to be held by law; or (3) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

### **REASONS FOR SHARES REPURCHASES**

Although the Directors have no present intention of exercising the Repurchase Mandate, they believe that the flexibility offered by the Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their proportionate interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net asset and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **FUNDING OF SHARES REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum and the Articles and the applicable laws of Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles

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## APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the Shares repurchased would be treated as cancelled.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2012). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its latest published audited accounts as at 31 December 2012) which in the opinion of the Directors are from time to time appropriate for the Company.

### SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the following months preceding the Latest Practicable Date were as follows:

	Price per Share (Note)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2012</b>		
April	0.590	0.500
May	0.550	0.440
June	0.440	0.370
July	0.475	0.330
August	0.480	0.360
September	0.430	0.390
October	0.415	0.375
November	0.375	0.325
December	0.435	0.320
<b>2013</b>		
January	0.550	0.380
February	0.590	0.450
March	0.485	0.380
April (up to the Latest Practicable Date)	0.380	0.340

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

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### **UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

To the best of their knowledge having made all reasonable enquiries, none of the Directors or any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company nor have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### **MINIMUM PUBLIC FLOAT AND TAKEOVERS CODE IMPLICATIONS**

If, as a result of shares repurchase made by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, the Shareholder, or a group of the Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders have an interest in Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and therefore regarded as substantial Shareholders of the Company under the Listing Rules, together with any Shareholders beneficially owning more than 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

	As at the Latest Practicable Date		Immediately after the full exercise of the Repurchase Mandate (Note 2)	
	<i>Number of issued Shares held</i>	<i>Percentage of issued share capital of the Company</i>	<i>Number of issued Shares held (Note 2)</i>	<i>Percentage of issued share capital of the Company (Note 2)</i>
Substantial Shareholders:				
China TopReach Inc. ("China TopReach")	311,763,153	37.1%	311,763,153	41.2%
Myriad Power Limited	120,000,000	14.3%	120,000,000	15.9%
TopBig International Development Limited ("TopBig International") (Note 3)	42,998,170	5.1%	42,998,170	5.7%
Templeton Strategic Emerging Markets Fund III, LDC ("Templeton") (Note 1)	<u>42,606,606</u>	<u>5.1%</u>	<u>42,606,606</u>	<u>5.6%</u>

*Notes:*

- (1) Templeton is a limited duration company incorporated in the Cayman Islands. It makes strategic investments in emerging markets and is managed by Templeton Asset Management Ltd.
- (2) Assuming that (i) the issued share capital of the Company remained at 839,942,121 Shares immediately before the full exercise of the Repurchase Mandate; and (ii) the shareholdings of the substantial Shareholders as set out in the above table remained unchanged immediately after the full exercise of the Repurchase Mandate.
- (3) TopBig International is a company incorporated under the laws of the British Virgin Islands, which is wholly-owned by Mr. Chen Zhi, the executive director and chairman of the Company.

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

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In the event that the Directors shall exercise in full the Repurchase Mandate, the interests of China TopReach would be increased from approximately 37.1% to approximately 41.2% and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares on the Stock Exchange which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any other consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate.

Assuming that no outstanding share options of the Company are exercised and no further Shares are issued, allotted or repurchased by the Company between the Latest Practicable Date and the date of repurchase of the Shares made by the Company, the exercise of the Repurchase Mandate in full will result in the number of the Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding falling below such prescribed percentage.

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

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II

## BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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*The biographical details of the Directors proposed to be re-elected at the AGM are as follows:*

### EXECUTIVE DIRECTOR

**Mr. Chen Zhi**, aged 47 is the chairman, chief executive officer and an executive Director. He is a qualified accountant as conferred by the Ministry of Finance. Mr. Chen was a cadre of the Fuzhou Minhou Tax Bureau from 1982 to 1989 (during which he was granted leave from 1985 to 1988 to pursue his studies at Fujian Radio and Television University), deputy section chief of the Fuzhou Economic and Technology Development Area Tax Bureau from 1989 to 1993, and subsequently the section chief from 1993 to 2002. He joined our Group in 2003 and pioneered our distinctive business model of cooperating with newspaper partners to provide integrated print media services to advertisers, undertook the main decision-making role in the management of our overall operations and oversaw the strategic development of our Group. He was appointed a Director of our Company on December 9, 2009. Mr. Chen has accumulated more than eight years of relevant experience from developing the business of our Group and possesses a deep understanding of the PRC print media and advertising industries. Mr. Chen graduated from Fujian Radio and Television University in 1988 with a diploma in financial economics. Mr. Chen is one of our controlling shareholders. He is also a director of TopBig International Development Limited (“TopBig International”) and China TopReach Inc. (“China TopReach”), a SPAC with its shares traded on the OTC Bulletin Board in the United States. Mr. Chen is the spouse of Ms. Zheng Shou Ling and the brother of Ms. Chen Min, a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. Chen was deemed to be interested, within the meaning of Part XV of the SFO, in 53,821,509 Shares, representing approximately 6.4% of the issued share capital of the Company in which 42,998,170 Shares were held by TopBig International, a company wholly-owned by Mr. Chen and 10,433,339 options were held by Mr. Chen in his personal capacity to subscribe 10,433,339 Shares. As at the Latest Practicable Date, Mr. Chen was also beneficially held 77,991 shares of China TopReach, and through TopBig International, interested in 3,885,266 shares of China TopReach, together representing approximately 26.6% of the issued share capital of China TopReach, a controlling shareholder of the Company. He was also interested in 10.0% of the registered capital of Beijing HongXinTu Culture Communication Co., Ltd., (“Beijing HongXinTu”) an associated corporation of the Company. Save as disclosed above, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

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## APPENDIX II

## BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Chen has entered into a service contract as executive Director with the Company for a term of three years commencing from 3 December 2010 unless and until terminated by not less than six months' notice in writing served by either party on the other. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the service contract, Mr. Chen's remuneration has been fixed at RMB1,800,000 per year (on after-tax basis) with discretionary bonus and other allowances, which are determined by the Board with reference to his experience, performance and the prevailing market conditions. Save as disclosed above, Mr. Chen has not held or did not hold any other directorship in listed public companies in the last three years.

Save as disclosed above, Mr. Chen does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, save as disclosed above, there was no information relating to the re-election of the above Director that needed to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there was no matter that need to be brought to the attention of the Shareholders.

**Mr. Hong Pei Feng**, aged 47 is an executive Director. Mr. Hong was an administrative officer with Jimei Teachers College from 1985 to 1990, the general manager of Xiamen Yuanhong Group Co., Ltd, a real estate development company, from 1991 to 2000, and the general manager of Xiamen Yuantong Chuanbo Co., Ltd, a company engaged in the advertising business, from 2001 to 2003. He joined our Group in 2004, and was appointed the chairman of Olympia Media Holdings Limited ("Olympia Media") from 2005 to 2007 before subsequently retiring from that role and assuming the position of its vice chairman in 2007 due to a reorganization of Olympia Media's corporate structure. Mr. Hong is also a core management member who developed the business of Beijing HongXinTu. Mr. Hong was appointed a Director of our Company on January 18, 2010 and currently also serves as the vice chairman of the China International Chamber of Commerce in Fujian Province. He graduated from Jimei Normal College (presently known as Jimei University) in 1985 with a diploma in Chinese. Due to Mr. Hong's substantial experience in publication and distribution gained from his work with Olympia Media and Beijing HongXinTu, he has significant expertise in print media business management. Mr. Hong is one of our controlling shareholders. He is also a director of Blazing Sun Holdings Ltd. ("Blazing Sun") and China TopReach, a SPAC with its shares traded on the OTC Bulletin Board in the United States.

As at the Latest Practicable Date, Mr. Hong was deemed to be interested, within the meaning of Part XV of the SFO, in 8,093,220 Shares, representing approximately 1.0% of the issued share capital of the Company in which 5,347,604 Shares were held by Blazing Sun, a company wholly-owned by Mr. Hong and 2,745,616 options were held by Mr. Hong in his personal capacity to subscribe 2,745,616 Shares. As at the Latest Practicable Date, Mr. Hong was also, through Blazing Sun, interested in 1,540,395 shares of China TopReach, representing approximately 10.3% of the issued share capital of China TopReach, a controlling shareholder of the Company. Save as disclosed above, Mr. Hong was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

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## APPENDIX II

## BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

---

Mr. Hong has entered into a service contract as executive Director with the Company for a term of three years commencing from 3 December 2010 unless and until terminated by not less than six months' notice in writing served by either party on the other. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the service contract, Mr. Hong's remuneration has been fixed at RMB600,000 per year (on after-tax basis) with discretionary bonus and other allowances, which are determined by the Board with reference to his experience, performance and the prevailing market conditions. Save as disclosed above, Mr. Hong has not held or did not hold any other directorship in listed public companies in the last three years.

Mr. Hong does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Zhou Chang Ren**, aged 65, is an independent non-executive Director. He was appointed as our Director on November 8, 2010, and is a qualified senior economist as conferred by the Fujian Provincial Department of Personnel. Mr. Zhou was appointed as the chairman of the Qingliu Country Party Committee in 1990. He was engaged in the newspaper industry in the PRC and held several positions including the deputy bureau chief and editorial board member of *Fujian Daily* from 1996 to 2002, and the general manager, senior economist and Party Committee deputy secretary of the Fujian Daily Newspaper Group from 2002 to 2008. In addition, Mr. Zhou was the vice chairman and, later, chairman of the Fujian Province Newspaper Industry Association during the same periods, before retiring in 2008. He graduated from Fujian Provincial Party School of the CPC in 1986 with a diploma in politics. Mr. Zhou has extensive print media experience and expertise with particular knowledge of the Fujian newspaper industry.

As at the Latest Practicable Date, Mr. Zhou was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Zhou has signed an appointment letter with the Company as an independent non-executive Director for a term of three years commencing from 3 December 2010 and shall be terminable by either party by giving not less than two months' prior notice in writing. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the appointment letter, Mr. Zhou is entitled to a director's fee of RMB120,000 per year. Mr. Zhou has not held or did not hold any other directorship in listed public companies in the last three years.

Mr. Zhou does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.



**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Wong Heung Ming, Henry**, aged 43, is an independent non-executive Director. He was appointed as our Director on November 8, 2010. Mr. Wong was an accountant with Deloitte Touche Tohmatsu from 1993 to 2002, an internal audit manager with Hong Kong and China Gas Investment Limited from 2002 to 2003, senior internal audit manager of Amway (China) Limited from 2003 to 2004, and a senior manager with PricewaterhouseCoopers from 2005 to 2007, internal audit director of Xinhua Finance Media Limited (presently known as Xinhua Sports & Entertainment Limited), a NASDAQ-listed company, from September 2007 to July 2009, and the general internal audit manager of Maoye International Holdings Limited (stock code: 848), a listed company in Hong Kong from October 2009 to May 2010. Mr. Wong was also an independent director of China Industrial Waste Management Inc., a company quoted on the OTC Bulletin Board, from 2009 to 2010. He graduated from City Polytechnic of Hong Kong in 1993 with a bachelor's degree in accountancy and also obtained a master's degree in electronic commerce from the Open University of Hong Kong in 2003 through part-time study. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants as well as a certified internal auditor. Mr. Wong has accumulated more than 17 years of financing, internal controls and auditing accounting experience from his previous positions with top global audit firms and listed companies.

As at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Wong has signed an appointment letter with the Company as an independent non-executive Director for a term of three years commencing from 3 December 2010 and shall be terminable by either party by giving not less than two months' prior notice in writing. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the appointment letter, Mr. Wong is entitled to a director's fee of RMB120,000 per year. Save as disclosed above, Mr. Wong has not held or did not hold any other directorship in listed public companies in the last three years.

Mr. Wong does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

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## NOTICE OF THE AGM

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### SHIFANG HOLDING LIMITED

### 十方控股有限公司

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

**(Stock code: 1831)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of ShiFang Holding Limited (the “Company”) will be held at Rooms 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Wednesday, 22 May 2013 at 10:30 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

As ordinary business, to consider and if thought fit, approve the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and PricewaterhouseCoopers, the external auditors of the Company (the “Auditors”) for the year ended 31 December 2012.
2. To re-elect Mr. Chen Zhi, a retiring Director, as an executive Director;
3. To re-elect Mr. Hong Pei Feng, a retiring Director, as an executive Director;
4. To re-elect Mr. Zhou Chang Ren, a retiring Director, as an independent Non-executive Director;
5. To re-elect Mr. Wong Heung Ming, Henry, a retiring Director, as an independent Non-executive Director;
6. To authorize the board of directors of the Company (the “Board”) to fix the respective Directors’ remuneration;
7. To re-appoint the Auditors and to authorise the Board to determine the remuneration of the Auditors.

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**AS SPECIAL BUSINESS**, to consider and, if thought fit, to pass, with or without amendments, the following Resolution nos. 8, 9 and 10 as ordinary resolutions of the Company:

8. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the date of 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 memorandum and the articles of association of the Company (the “Memorandum and Articles”) or any applicable laws to be held; or
  - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

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9. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and deal with additional Shares and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Memorandum and Articles from time to time, shall not exceed 20 per cent of the aggregate nominal amount of the 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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- (d) for the purposes of this Resolution:

“Relevant Period” shall have same meaning as that ascribed to it under the Resolution no. 8 above; and “Right Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings 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 restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

10. “**THAT** conditional upon the passing of the Resolutions nos. 8 and 9 above, the general mandate granted to the Directors to allot, issue, grant, distribute and deal with additional Shares pursuant to the Resolution no. 9 above be and is hereby extended by the addition thereof of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution no. 8 above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

By Order of the Board of  
**SHIFANG HOLDING LIMITED**  
**Chen Zhi**  
*Chairman*

Hong Kong, 16 April 2013

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*Notes:*

1. The Register of Members of the Company will be closed from 20 May 2013 to 22 May 2013 (both days inclusive) during which period no transfer of Shares will be registered.
2. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
3. In case of the joint registered holders of any Shares, any one of such persons may vote at any meeting, either in person or by proxy; but if more than one of such joint holders be present at any meeting in person or by proxy, the said person whose name stands first on the Register of Members of the Company shall alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
5. With respect to the Resolutions no. 2 to no. 5 as set out in this notice, Mr. Chen Zhi, Mr. Hong Pei Feng, Mr. Zhou Chang Ren and Mr. Wong Heung Ming, Henry will retire upon the conclusion of the Meeting and, being eligible, will offer themselves for re-election at the Meeting. The profiles of the above Directors have been set out in a circular (the "Circular") of the Company dated 16 April 2013 containing details of the Meeting.
6. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Meeting shall be voted by poll.
7. The Circular and the accompanying form of proxy have been sent to the shareholders of the Company together with the 2012 Annual Report of the Company.

*As at the date of this notice, the executive Directors are Mr. Chen Zhi (Chairman), Mr. Hong Pei Feng, Mr. Zhang Tie Zhu and Mr. Yu Shi Quan; the non-executive Director is Mr. Wang Ping and Ms. Chen Min; the independent non-executive Directors are Mr. Zhou Chang Ren, Mr. Wong Heung Ming, Henry, Mr. Zhuo Ze Yuan and Mr. Cai Jian Quan.*

*This Circular, in both English and Chinese versions, is available on the Company's website at [www.shifangholding.com](http://www.shifangholding.com) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).*