
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action you should take, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HARMONY ASSET LIMITED**, you should at once hand this supplemental circular and the accompanying revised proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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HARMONY ASSET LIMITED

亨亞有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 428)

SUPPLEMENTAL CIRCULAR IN RELATION TO RE-ELECTION OF RETIRING DIRECTORS RE-APPOINTMENT OF AUDITOR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated. This Supplemental Circular should be read together with the circular issued by **HARMONY ASSET LIMITED** to the shareholders of the Company dated 29th April 2015.

A notice convening the 2015 Annual General Meeting of the Company to be held at Suite 2806, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 26th June 2015 at 9:00 a.m. is set out in the Circular. The Supplemental Notice is set out on pages 8 and 9 of this Supplemental Circular.

The Revised Proxy Form for use at the AGM is enclosed with this Supplemental Circular. The Supplemental Circular and the Revised Proxy Form, in both English and Chinese versions, are also published on the website of The Stock Exchange of Hong Kong Limited and the Company (www.harmonyasset.com.hk). Unless the context requires otherwise, capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

* for identification purpose only

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the “**Corporate Communications**”) via the Company Website and who for any reason have difficulty in receiving or gaining access to the Supplemental Circular and the Revised Proxy Form posted on the Company Website will promptly upon request be sent the Supplemental Circular and the Revised Proxy Form in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive the Supplemental Circular and the Revised Proxy Form in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by sending an email to the branch share registrar of the Company in Hong Kong at harmony.ecom@computershare.com.hk.

Shareholders who have chosen to receive printed copy of the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this Supplemental Circular and the accompanying Revised Proxy Form since both languages are bound together into one booklet and sheet respectively.

LETTER FROM THE CHAIRMAN



HARMONY ASSET LIMITED

亨亞有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 428)

Executive Directors:

Mr. Lee Fong Lit David (*Chairman*)
Mr. Cheng Ming Shun
Mr. Chu To Jonathan

Non-executive Director:

Mr. William Keith Jacobsen

Independent Non-Executive Directors:

Mr. Law Siu Hung Paul
Mr. Mak Hing Keung Thomas
Mr. Sio Chan In Devin
Mr. Wong Ching Wan

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business:

Suite 2806,
Bank of America Tower,
12 Harcourt Road, Central,
Hong Kong

Hong Kong, 3rd June 2015

To Shareholders,

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR IN RELATION TO

RE-ELECTION OF RETIRING DIRECTORS

RE-APPOINTMENT OF AUDITOR

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular (the “**Supplemental Circular**”) shall be read together with the circular of the Company dated 29 April 2015 (the “**Circular**”). Unless the context requires otherwise, capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

* for identification purpose only

LETTER FROM THE CHAIRMAN

The Annual General Meeting of the Company (the “AGM”) will be held on 26 June 2015. The purpose of this Supplemental Circular is to provide you with the supplemental notice of the AGM (the “**Supplemental Notice**”) (which is set out on pages 8 and 9 herein) and all information on the additional resolutions and the amendment of resolution which are reasonably necessary to enable you to make an informed decision on the additional resolutions.

WITHDRAWAL OF RESOLUTIONS ON RE-ELECTION OF DR. CHOW POK YU AUGUSTINE AND MR. LEE FONG LIT DAVID AS DIRECTORS

Reference is made to the announcement of the Company dated 26 May 2015 in relation to the resignation of Dr. Chow Pok Yu Augustine as the executive director with effect from 26th May 2015. In this connection, the proposed resolution regarding the re-election of Dr. Chow Pok Yu Augustine as director of the Company will be withdrawn and such resolution will not be submitted to the AGM for Shareholders’ approval.

After the despatch of the Circular, Mr. Lee Fong Lit David has notified the Board that he would not offer himself for re-election after his retirement by rotation at the AGM and accordingly he will retire as an executive director by rotation at the AGM, and he will also cease to be the chairman of the Company, chairman of the nomination committee and member of the investment committee of the Company. In this connection, the proposed resolution regarding the re-election of Mr. Lee Fong Lit David as an executive Director of the Company will be withdrawn at the AGM and such resolution will not be submitted to the AGM for Shareholders’ approval.

RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company in relation to the change of independent non-executive directors dated 4th May 2015. Additional resolutions will be proposed at the AGM to consider and approve the re-election of Mr. Law Siu Hung Paul (“**Mr. Law**”) and Mr. Wong Ching Wan (“**Mr. Wong**”) as independent non-executive directors.

Mr. Law and Mr. Wong have been appointed by the Board as independent non-executive directors of the Company on 4th May 2015. In accordance with the Articles of Association, any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company and shall then be subject to re-election at such meeting. Accordingly, Mr. Law and Mr. Wong shall hold their offices as directors until the AGM and they shall be subject to re-election at the AGM. Mr. Law and Mr. Wong, being eligible, offer themselves for re-elections at the AGM.

The biographical details of Mr. Law and Mr. Wong are set out in Appendix I to this Supplemental Circular.

LETTER FROM THE CHAIRMAN

RE-APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company 19th May 2015 in relation to the change of auditor dated. Elite Partners CPA Limited (“Elite”) has been appointed by the Board as auditor of the Company with effect from 19th May 2015 to fill the casual vacancy following the resignation of BDO Limited and hold office until the conclusion of the forthcoming annual general meeting of the Company. An amended resolution will be proposed at the AGM to consider and approve the re-appointment of Elite as auditor of the Company and to authorize the Board to fix the remuneration of Elite at the AGM.

SUPPLEMENTAL NOTICE AND THE REVISED PROXY FORM

The Supplemental Notice of the AGM is set out on pages 8 and 9 of this Supplemental Circular. The additional resolutions for the re-election of the directors and the amended resolution for the re-appointment of auditor will be proposed at the AGM for your consideration and approval.

Please refer to the Circular and the notice of the AGM dated 29th April 2015 for the details of other resolutions to be proposed in the AGM and other relevant matters.

Special arrangements about the completion and submission of the revised proxy form for the AGM (the “**Revised Proxy Form**”) are also set out in Appendix II to this Supplemental Circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein. Shareholders are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar 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 but in any event not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Law and Mr. Wong as directors and the re-appointment of Elite as auditor as set out in this Supplemental Circular are in the best interest of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,
HARMONY ASSET LIMITED
LEE Fong Lit David
Chairman

The details of Mr. Law and Mr. Wong, the retiring Directors proposed to be re-elected at the AGM are set out as follow:

Mr. Law Siu Hung Paul

Mr. Law, aged 56, has been an independent non-executive Director and a member of audit committee of the Company since 4th May 2015. He obtained a Bachelor degree of Business Administration (BBA) from the American University in 1995. He was awarded the Medal of Honour by the Government of the Hong Kong Special Administrative Region. He founded Olympic Motor Group (which operates car dealing business in Hong Kong) in 1980 and has been the chairman of Olympic Motor Group since then. Mr. Law has been a member of the Professional Insurance Brokers Association since 1995, fellow member of the International Institute of Management, Hong Kong since 1996, member of The Institute of Motor Industry, Britain since 1997, member of the Society of Automotive Engineers, U.S.A since 1999, member of the Who's Who Historical Society since 2001, executive member of the Hong Kong Institute of Marketing since 2003, honorary senior fellow of The Professional Validation Centre of Hong Kong Business Sector since 2005, fellow member of the Institute for Entrepreneurship of the Hong Kong Polytechnic University since 2006, and professional member of the International Chinese Transportation Professionals Association (Hong Kong Chapter) and professional member of The Association of Hong Kong Professionals since 2012. He was also awarded as Distinguished Chinese by the Chinese Who's Who Society Evaluation Committee in 2012.

Mr. Law is also active in community services. He has been appointed as the chairman of International Professional Insurance Consulting Association since 2002, chairman of Hong Kong Motor Vehicles Import and Export Association since 2003, member of Liaison & Vehicle Inspection Group of Hong Kong Transport Department since 2005, chairman of Chinese Association of Clan of Law since 2005, director of The Hong Kong Chinese Importers' & Exporters' Association since 2005, co-chairman of Hong Kong SME Forum since 2006, vice chairman of Hong Kong Auto Parts Industry Association since 2006, honorable treasurer of the Society of Automotive Engineers since 2006, director of Hong Kong Chiu Chow Chamber of Commerce since 2006, director of The Lok Sin Tong Benevolent Society Kowloon since 2006, deputy chairman of Hong Kong Brands Protection Alliance since 2006, member of Traffic and Transportation Committee of Yau Tsim Mong District of the Home Affairs Department since 2007, vice chairman of The Professional Validation Centre of Hong Kong Business Sector since 2007, director of Hong Kong Commerce & Industry Associations since 2008, vice president of Kowloon West Chaoren Association Limited since 2008, chairman of Mongkok Service Association since 2009, president of Great Chinese Martial Artists Association Limited since 2012, vice chairman of Eternity Love Foundation since 2013 and president of The Taxi Operators Association Limited since 2013. He was appointed as chairman of Yau Tsim Mong North Area Committee from 2012 to 2014 and the 1st vice district governor of Lions Clubs International District 303, Hong Kong & Macao, China from 2014 to 2015.

As at 29th May, 2015, being the latest date prior to the printing of the Supplemental Circular (the “**Latest Practicable Date**”), Mr. Law had not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein and as at the Latest Practicable Date, Mr. Law did not hold any other positions within the Group.

As at the Latest Practicable Date, Mr. Law did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Law had entered into a letter of appointment with the Company as an independent non-executive director for a term from 4th May 2015 to 31st December 2015. His appointment is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Law is entitled to a director's fee of HK\$120,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year). His annual director's emolument has been recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification and experience, duties and responsibilities in the Company, the prevailing market situation and the Company's performance and current arrangement.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Law that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wong Ching Wan

Mr. Wong, aged 47, has been an independent non-executive Director and chairman and member of each of the audit committee and remuneration committee and a member of nomination committee of the company since 4th May 2015. He is a Certified Public Accountant of Australia, Certified Public Accountant of Hong Kong, Certified General Accountant of Canada and fellow member of The Taxation Institute of Hong Kong. He has obtained a Bachelor of Business and Administration from the Chinese University of Hong Kong in 1989 and a Bachelor of Commerce from The University of Southern Queensland in 1992. Also, he has studied in the Professional Master of Business Administration course offered by the Troy State University, the United States of America (the "USA").

Mr. Wong has more than 25 years of experience in audit, internal control, financial control and capital market. He has held various positions in different companies in China, USA and Hong Kong including senior position in multinational companies. He was the chief financial officer and a director of a jewelry company that he assisted to seek initial public offering in the USA. He was also responsible for US regulatory filings and internal control.

Mr. Wong was the independent non-executive director of Grand Field Group Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 115) from December 2008 to January 2009.

As at the Latest Practicable Date, Mr. Wong had not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein and as at the Latest Practicable Date, Mr. Wong did not hold any other positions within the Group.

As at the Latest Practicable Date, Mr. Wong did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Wong had entered into a letter of appointment with the Company as an independent non-executive director for a term from 4th May 2015 to 31st December 2015. His appointment is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Wong is entitled to a director's fee of HK\$120,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year). His annual director's emolument has been recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification and experience, duties and responsibilities in the Company, the prevailing market situation and the Company's performance and current arrangement.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Wong that need to be brought to the attention of the shareholders of the Company and there is no other information that is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

A Shareholder who has not yet lodged the proxy form which has been sent to the Shareholders on 29th April 2015 together with the Circular and the accompanying notice of the AGM (the “**First Proxy Form**”) with the Company’s branch share registrar in Hong Kong is requested to lodge the Revised Proxy Form with the instructions printed thereon. In this case, the First Proxy Form should not be lodged with the Company’s branch share registrar in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company’s branch share registrar in Hong Kong should note that:

- (i) if no Revised Proxy Form is lodged with the Company’s branch share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the notice of AGM, as supplemented by the Supplemental Notice of the AGM, and the First Proxy Form, as revised by the Revised Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Company’s branch share registrar in Hong Kong at a time in any event not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him; or
- (iii) if the Revised Proxy Form is lodged with the Company’s branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish.

SUPPLEMENTAL NOTICE OF AGM



HARMONY ASSET LIMITED 亨亞有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 428)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of Harmony Asset Limited (the “Company”) dated 29th April 2015 (the “Notice”). As set out in the Notice, the board of directors (the “Board”) of the Company resolved to propose the ordinary resolutions contained in the Notice at the AGM to be held at Suite 2806, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 26th June 2015 at 9:00 a.m. for its shareholders’ consideration and approval.

Reference is made to the Company’s announcements in relation to the change of independent non-executive directors, the change of auditor and the resignation of executive director of the Company dated 4th May 2015, 19th May 2015 and 26th May 2015 respectively. Reference is also made to the retirement of Mr. Lee Fong Lit David as an executive director of the Company at the AGM and not offer himself for re-election as set out in the supplemental circular of the Company dated 3rd June 2015.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN THAT:

- (i) Resolutions numbered 2(a) and 2(b) stated in the Notice – “To re-elect Mr. Lee Fong Lit David as director of the Company” and “To re-elect Dr. Chow Pok Yu Augustine as director of the Company” should be withdrawn in their entirety and such resolutions will not be submitted to the AGM for the shareholders’ consideration and approval.
- (ii) In addition to the resolutions contained in the Notice, the following ordinary resolutions are proposed by the Board:
 - “2. (i) To re-elect Mr. Law Siu Hung Paul as director of the Company.
 - (j) To re-elect Mr. Wong Ching Wan as director of the Company.”

* for identification purpose only

SUPPLEMENTAL NOTICE OF AGM

(iii) Resolution numbered 3 stated in the Notice should be deleted in its entirety and replaced by the following:

“3. To re-appoint Elite Partners CPA Limited (which was appointed by the board to fill vacancy occurred by the resignation of BDO Limited) as auditor of the Company and to authorize the board of directors to fix the remuneration of auditor.”

On behalf of the Board of
HARMONY ASSET LIMITED
Lee Fong Lit David
Chairman

Hong Kong, 3rd June 2015

Notes:

1. Details in respect of the above resolutions are set out in the supplemental circular of the Company dated 3rd June 2015 (the “**Supplemental Circular**”).
2. A revised proxy form in connection with the above resolutions is enclosed with the Supplemental Circular.
3. Please refer to the Notice of the AGM for details of the other resolutions to be proposed at the AGM and other relevant matters.
4. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as proxy to attend and vote in his stead. A proxy need not be a member of the Company.
5. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
6. As at the date hereof, the Board comprises three executive directors, namely Mr. Lee Fong Lit David, Mr. Cheng Ming Shun and Mr. Chu, To Jonathan; one non-executive director, namely Mr. William Keith Jacobsen; and four independent non-executive directors, namely Mr. Sio Chan In Devin, Mr. Mak Hing Keung Thomas, Mr. Law Siu Hung Paul and Mr. Wong Ching Wan.