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

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

**If you have sold or transferred** all your shares in **Advanced Card Systems Holdings Limited**, you should at once hand this circular together with the enclosed 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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**Advanced Card Systems Holdings Limited**  
**龍傑智能卡控股有限公司\***

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

**(Stock Code: 2086)**

**RE-ELECTION OF THE RETIRING DIRECTOR**  
**AND**  
**PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of Advanced Card Systems Holdings Limited to be held at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 3 August 2017 at 3:00 p.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same 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, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

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## DEFINITIONS

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

“Articles of Association”	the amended and restated memorandum and articles of association of the Company with effective on 29 September 2015
“Board”	the board of Directors
“Change of Company Name”	The change of English name of the Company from “Advanced Card Systems Holdings Limited” to “HNA Technology Investments Holdings Limited” and the adoption of the dual foreign name in Chinese of the Company “海航科技投資控股有限公司” to replace its existing Chinese name “龍傑智能卡控股有限公司” which had been used for identification purpose only
“Company”	Advanced Card Systems Holdings Limited, an exempted company incorporated in the Cayman Islands on 13 April 2000 with limited liability under the Companies Law (Revised) of the Cayman Islands, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 3 August 2017 at 3:00 p.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 June 2017, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong

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LETTER FROM THE BOARD

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**Advanced Card Systems Holdings Limited**

**龍傑智能卡控股有限公司\***

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

**(Stock Code: 2086)**

*Executive Directors:*

Mr. Peng Fang (*Chairman*)  
Mr. Cui Yijun  
Mr. Wang Hao  
Mr. Wong Chi Ho (*Co-Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Guo Dan  
Ms. Kaung Cheng Xi Dawn  
Mr. Yim Kai Pung

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Head Office and Principal Place  
of Business:*

Units 2010–2013, 20th Floor  
Chevalier Commercial Centre  
8 Wang Hoi Road  
Kowloon Bay  
Hong Kong

5 July 2017

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF THE RETIRING DIRECTOR  
AND  
PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

References are made to the announcement of the Company dated 31 May 2017 in relation to the proposed Change of Company Name, and the announcement of the Company dated 27 June 2017 in relation to appointment of independent non-executive Director. The purpose of this circular is to provide you with information regarding the re-election of the retiring Director; the special resolution to consider and approve the Change of Company Name; and to give you a notice of EGM, which is set out on pages 6 and 7 of this circular.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTOR

The Board currently consists of seven Directors, Mr. Peng Fang, Mr. CuiYijun, Mr. Wang Hao, Mr. Wong Chi Ho, Mr. Guo Dan, Ms. Kaung Cheng Xi Dawn and Mr. Yim Kai Pung.

In accordance with Article 16.2 of the Articles of Association, Mr. Guo Dan, will retire at the EGM and, being eligible, offer himself for re-election.

Brief biographical details of the retiring Director proposed to be re-elected at the EGM are set out below:

Mr. Guo Dan (郭昞), aged 42, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 27 June 2017. Mr. Guo joined Baidu Online Network Technology (Beijing) Co., Ltd\* (百度在線網絡技術(北京)有限公司) (“**Baidu Online**”) in January 2000. Baidu Online is a wholly owned subsidiary of Baidu, Inc., a Chinese language Internet search provider, the American depository shares of which are listed on the NASDAQ Global Select Market in the United States under the symbol “**BIDU**”. Mr. Guo was member of the engineering team of Baidu Online upon its incorporation and has been with Baidu Online for 11 years, during which he served various positions, including senior engineer, senior engineering manager (高級技術經理), engineering director (技術總監) and senior engineering director (高級技術總監), responsible for research and development of Baidu technology, including search engine and advertisement system. Mr. Guo is one of the founders of Dingfu Data Technology (Beijing) Company Limited\* (鼎複數據科技(北京)有限公司) (“**Dingfu Data**”), a company incorporated in the People’s Republic of China with limited liability in July 2015. Currently he is the legal representative and the chief executive officer of Dingfu Data.

Mr. Guo obtained a Master of Science in Management from The Leland Stanford Junior University in June 2012 and a doctor’s degree in communication and information systems (通信與信息系統) from Beijing Jiaotong University in April 2012, respectively.

Mr. Guo has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of two years commencing from 27 June 2017 unless terminated by two month’s written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Guo will receive a basic remuneration of HK\$240,000 per annum, which is determined with reference to the remuneration policy of the Company, his duties and responsibilities with the Company and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time.

As at the Latest Practicable Date, save as disclosed above, Mr. Guo (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) does not hold any other positions with any members of the Group and (iv) does not have any directorship in other listed public companies in the past three years.

Saved as disclosed above, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Guo’s appointment.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Advanced Card Systems Holdings Limited” to “HNA Technology Investments Holdings Limited” and to adopt the dual foreign name in Chinese of the Company “海航科技投資控股有限公司” to replace its existing Chinese name “龍傑智能卡控股有限公司” which had been used for identification purpose only.

### **Conditions for the Change of Company Name**

The Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
2. the Registrar of Companies of the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of the special resolution of the Shareholders approving the Change of Company Name. The Company will then carry out all necessary registration and/or filing procedures with the Registrar of Companies of the Cayman Islands and the Companies Registry in Hong Kong.

### **Reasons for the Change of Company Name**

The Board considers that the proposed Change of Company Name will better reflect the recent change of control of the Company. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and its Shareholders as a whole.

### **Effects of the Change of Company Name**

The Change of Company Name will not affect any rights of the holders of securities of the Company. All existing certificates of securities in issue bearing the existing name of the Company shall, upon the Change of Company Name becoming effective, continue to be evidence of title to such securities and in particular, the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates of securities bearing the new name of the Company. Following completion of all necessary registration and/or filing procedures with the Companies Registry in Hong Kong, all new certificates of securities will be issued in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

The Company will make further announcement(s) as and when appropriate on the result of the EGM, the effective date(s) of the Change of Company Name and the new English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange.

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## LETTER FROM THE BOARD

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### EXTRAORDINARY GENERAL MEETING

The EGM will be held at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 3 August 2017 at 3:00 p.m. and the notice of EGM is set out on pages 6 to 7 of this circular. At the EGM, an ordinary resolution to approve the re-election of the retiring Director and a special resolution to approve the Change of Company Name will be proposed. A form of proxy for use at the EGM is enclosed with this circular.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### ACTION TO BE TAKEN

A proxy form for use at the EGM is enclosed herein. Whether or not you intend to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same 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, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the EGM, or any adjourned meeting, should they so wish.

### RECOMMENDATION

The Directors consider that the re-election of the retiring Director and the proposed Change of Company Name as set out in this circular are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By order of the Board  
**Advanced Card Systems Holdings Limited**  
**Peng Fang**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Advanced Card Systems Holdings Limited

龍傑智能卡控股有限公司\*

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

**(Stock Code: 2086)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Advanced Card Systems Holdings Limited (the “Company”) will be held at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 3 August 2017 at 3:00 p.m. for the following purpose:

1. To re-elect Mr. Guo Dan as independent non-executive director of the Company.

### **SPECIAL RESOLUTION**

2. To consider and, if thought fit, passing the following resolution as a special resolution of the Company:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed from “Advanced Card Systems Holdings Limited” to “HNA Technology Investments Holdings Limited” and the dual foreign name in Chinese of the Company “海航科技投資控股有限公司” be adopted to replace its existing Chinese name “龍傑智能卡控股有限公司” which had been used for identification purpose only, and the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**Advanced Card Systems Holdings Limited**  
**Peng Fang**  
*Chairman*

Hong Kong, 5 July 2017

\* *For identification purpose only*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Principal place of business in Hong Kong:*

Units 2010–2013, 20th Floor  
Chevalier Commercial Centre  
8 Wang Hoi Road  
Kowloon Bay  
Hong Kong

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Notes:*

1. The register of members will be closed from Friday, 28 July 2017 to Thursday, 3 August 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 27 July 2017.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
3. In order to be valid, a proxy form and 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or the adjourned meeting (as the case may be).
4. Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the EGM, or any adjourned meeting, should they so wish.
5. With regard to Resolution no. 1 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Guo Dan be re-elected as director of the Company. Particulars of the said retiring director of the Company are set out in page 3 of the circular to the shareholders of the Company dated 5 July 2017.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of shareholders at the EGM will be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.