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## **UPBEST GROUP LIMITED**

**美建集團有限公司\***

*(incorporated in Cayman Islands with limited liability)*

(Stock code: 335)

### **NOTICE OF AGM**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Upbest Group Limited (the “**Company**”) will be held at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on Monday, 27th August 2012 at 11:30 a.m. for the following purposes:

- (1) To receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) of the Company and auditors for the year ended 31st March 2012;
- (2) To approve the recommended final dividend of HK2.0 cents per share (the “**Share**”) of HK\$0.01 each in the capital of the Company in respect of the year ended 31 March 2012 and the recommended special dividend of HK1.5 cents per Share;
- (3)
  - (A) To re-elect Mr. MOK Kwai Hang as executive Director;
  - (B) To re-elect Mr. IP Man Tin, David as non-executive Director;
  - (C) To re-elect Mr. SUEN Man Tak, Stephen as non-executive Director;
  - (D) To re-elect Mr. CHAN Chung Yee, Alan as independent non-executive Director;
  - (E) To re-elect Mr. HUI Man Ho, Ivan as independent non-executive Director; and
  - (F) To authorise the board (the “**Board**”) of Directors to fix the Directors’ remunerations;

\* For identification purpose only

- (4) To re-appoint Li, Tang, Chen & Co. Certified Public Accountants (Practising) as the Company's auditors for the ensuing year and to authorise the Directors to fix their remuneration;
- (5) To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution and without prejudice to resolution 5(B) set out in the notice of this meeting, the exercise by the Board during the Relevant Period (as defined in paragraph (d) of this resolution) of all powers of the Company to issue, allot and deal in the Shares and to issue, allot and grant securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares in the Company or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) of this resolution);
  - (ii) any scrip dividend scheme or similar arrangements implemented in accordance with the articles of association of the Company (the **“Articles of Association”** and each an **“Article”**); or
  - (iii) an issue of Shares under the share option scheme of the Company or any similar arrangements for the time being adopted by the Company for the grant or issue to employees or Directors of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; or
  - (iv) the exercise of the rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into any Shares in the Company;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 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 passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

**“Rights Issue”** means an offer of shares open for a period fixed by the Board to 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 Board may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the law of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Board during the Relevant Period (as defined in resolution 5(A)(d) set out in the notice of this meeting) of all the powers of the Company to repurchase the Shares on the Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange (the **“Recognised Stock Exchange”**) subject to and in accordance with all applicable laws, and in accordance with the provisions of, and in the manner specified in, the Rules (the **“Listing Rules”**) Governing the Listing of Securities on the Stock Exchange or the rules of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the passing of the resolutions 5(A) and 5(B) set out in the notice of this meeting, the aggregate nominal amount of Shares which shall have been repurchased by the Company pursuant to and in accordance with resolution 5(B) set out in the notice of this meeting shall be added to the aggregate nominal amount of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to and in accordance with resolution 5(A) set out in the notice of this meeting, provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

### **SPECIAL RESOLUTIONS**

- (6) To consider as special business and, if thought fit, pass the following resolutions as special resolutions (with or without modification):
  - (A) “**THAT** the memorandum of association (the “**Memorandum**”) of the Company be amended as follows manner:
    - (i) by deleting the existing paragraph 2 of the Memorandum in its entirety and substituting therefor by the following:

“2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place in the Cayman Islands as the Board may from time to time decide.”

- (ii) by deleting the words “2000” in the first and third lines of existing paragraph 4 of the Memorandum after the words “the Companies Law (” and substituting with the words “2011” in the first and third lines of the existing paragraph 4 of the Memorandum respectively;
- (iii) by deleting the word “2000” in the forth line of the existing paragraph 6 of the Memorandum after the words of “the Companies Law (” and substituting with the word “2011”;
- (iv) by deleting the word “193” in the second line of the existing paragraph 7 of the Memorandum after the words of “provisions of Section” and substituting with the word “174”; and
- (v) by deleting the words “2000” in the second and third lines of the existing paragraph 7 of the Memorandum after the words of “the Companies Law (” and substituting with the words “2011” in the second and third lines of the existing paragraph 7 of the Memorandum respectively.””

(B) **“THAT** the Articles of Association be amended in the following manner:

- (i) by adding the following new definition of “appointor” in the existing Article 2 after the definition of “these Articles”:

“appointor      “appointor” shall mean, in relation to an alternate Director, the Director who appointed the alternate to act as his alternate;”;

- (ii) by adding the following new definition of “business day” in the existing Article 2 after the definition of “Board”:

“business day      “business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong;”;

- (iii) by adding the following new definition of “clear days” in the existing Article 2 after the definition of “the Chairman”:

“clear days	“clear days” shall mean in relation to the period of a notice, shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”;
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- (iv) by adding the following new definition of “Company’s Website” in the existing Article 2 after the definition of “the Company”:

“Company’s Website	“Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;”;
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- (v) by deleting the words “(2000 Revision)” in the second line of the existing definition of “the Companies Law” or “the Law” in the existing Article 2 after the words “the Companies Law” and substituting with the words “(2011 Revision)”;

- (vi) by deleting the existing definition of “electronic” in the existing Article 2 in its entirety and substituting with the following new definitions of “electronic”, “electronic means”, “Electronic Signature” and “Electronic Transaction Law”:

“electronic	“electronic” shall have the meaning given to it in the Electronic Transactions Law;
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electronic means	“electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;
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Electronic Signature	“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;
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Electronic Transactions Law	“Electronic Transactions Law” means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”;
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- (vii) by adding the following new definition of “Independent Non-Executive Director” in the existing Article 2 after the definition of “HK Code on Takeovers & Mergers”:

“Independent Non-Executive Director	“Independent Non-Executive Director” shall mean a person recognised as such by the relevant code, rules and regulations applicable to the listing of the shares on the Exchange;”;
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- (viii) by deleting the word “84” in the last line of the existing definition of “ordinary resolution” in the existing Article 2 and substituting with the word “83”;

- (ix) by adding the following new definition of “published on the Exchange’s website” in the existing Article 2 after the definition of “published in the newspapers”:

“published on the Exchange’s website	“published on the Exchange’s website” shall mean published in such languages as may be designated by the Exchange on the Exchange’s website in accordance with the Listing Rules;”;
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- (x) by deleting the words “Recognised Clearing House” in the existing definition of “Recognised Clearing House” in the existing Article 2 and substituting with the words “recognised clearing house”;

- (xi) by deleting the existing definition of “the register” in the existing Article 2 in its entirety and substituting with the following:

“the register	“the register” shall mean the principal register and any branch register of shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board may determine from time to time;”;
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- (xii) by deleting the existing definition of “registration office” and adding the following new definition of “rights issue” in the existing Article 2 after the definition of “registration office”:

“rights issue	“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;”;
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(xiii) by deleting the existing definition of “writing/printing” in the existing Article 2 in its entirety and substituting with the following:

“writing/printing      “writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;”;

(xiv) by adding the new definition of “Sections 8 and 19 of the Electronic Transactions Law shall not apply;” in the existing Article 2 after the definition of “writing/printing”;

(xv) by adding the word “a normal or par value of” in the third line of the existing Article 3 after the words “into 30,000,000 shares of”;

(xvi) by deleting the words “,and that any holder of shares of the class present in person or by proxy may demand a poll” in the last line of the existing Article 6 (a) after the words “issued shares of that class”;

(xvii) by adding the words “or the Listing Rules” in the second line of the existing Article 7 after the words “not prohibited by any law”;

(xviii) by deleting the words “all or” in the fifth line of the existing Article 7 after the words “to purchase or otherwise acquire”;

(xix) by adding the following new Article 7A after the existing Article 7:

“7A. The Board may accept the surrender for no consideration of any fully paid share.”;

(xx) by deleting the words “the Board may deem fit” in the last line of the existing Article 9(a) and substituting with the words “determined by a special resolution”;

(xxi) by adding the words “, if any,” in the sixth line of the existing Article 10 (b) after the words “specify the certificate(s) thereof,”;



(xxii) by adding the following new Article 14A after the existing Article 14 :

“14A. For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”;

(xxiii) by deleting the existing Article 15(c) in its entirety and substituting with the following:

“(c) The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by announcement or advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 60 days in any year. The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.”;

(xxiv) by adding the following new Article 15(e) after the existing Article 15(d):

“(e) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.”;

(xxv) by deleting the words “the relevant time limit as” in the third line of the existing Article 16 after the words “without payment to receive, with” and substituting with the words “any relevant time limit”;

(xxvi) by adding the words “on the Exchange’s website or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published” in the fifth line of the existing Article 28 after the words “the members affected by notice published”;

(xxvii) by adding the following new Article 38A after the existing Article 38:

“38A. Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”;

(xxviii) by deleting the existing Article 43 in its entirety and substituting with the following:

“43. Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”;

(xxix) by deleting the existing Article 44 in its entirety and substituting with the following:

“44. The registration of transfers may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by announcement or advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement being published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of announcement or advertisement impossible, the Company shall comply with these requirements as soon as practicable.”;

(xxx) by deleting the words “, on a poll,” in the fifth line of the existing Article 73(c) after the words “a proxy to attend and”;

(xxxi) by deleting the existing Article 80 in its entirety and substituting with the following:

“80. At any general meeting a resolution put to the vote at the meeting shall be decided on a poll, save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”;

(xxxii) by adding the following new Article 80A after the existing Article 80:

“80A. Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by any particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

(xxxiii) by deleting the existing Article 81 in its entirety and substituting with the following:

“81. A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”;

(xxxiv) by deleting the words “duly required or demanded” in the first line of the existing Article 82 after the words “Any poll”; and by deleting the word “on” in the second line of the existing Article 82 after the words “of a meeting or”;

(xxxv) by deleting the existing Article 83 in its entirety and substituting with the following:

“83. In the case of an equality of votes, whether on a show of hands (where permitted by the Listing Rules and these Articles) or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.”;

(xxxvi) by deleting the existing Article 85 in its entirety and substituting with the following:

“85. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands (where permitted by the Listing Rules and these Articles) every member who is present in person (or, in the case of a member being a corporation, by its

duly authorised representative) or by proxy shall have one vote, and on a poll every member who is present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to use all his votes or cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house or its nominee(s), each proxy shall have one vote on a show of hands (where permitted under the Listing Rules and these Articles) and is under no obligation to cast all his votes in the same way on a poll.”;

(xxxvii) by adding the words “(where permitted by the Listing Rules and these Articles)” in the fifth line of the existing Article 88 after the words “whether on a show of hands”;

(xxxviii) by adding the words “, where a show of hands is permitted by the Listing Rules and these Articles” in the fourth last line in the existing Article 96(b) after the words of “proxy form or authorisation, including”; and by deleting the words “Article 85” in the last line in the existing Articles 96(b) after the words “any contrary provision contained in” and substituting with the words of “these Articles”;

(xxxix) by adding a new sentence “So long as shares of the Company are listed on the Exchange, the Board shall include such number of Independent Non-Executive Directors as the relevant code, rules or regulations applicable to the listing of any shares on the Exchange require.” in the first line of the existing Article 98 before the words “The number of Directors shall not be less than two.”;

(xl) by adding a new sentence “The re-election of an Independent Non-Executive Director who has held such office for more than nine years shall require separate approval of an ordinary resolution of the members in general meeting and the Board shall provide reasons to the members prior to the general meeting as to why it believes such Independent Non-Executive Director is still independent and should be re-elected.” in the last line of the existing Article 99 after the words “Article 116.”;

(xli) by deleting the words “any proposal concerning any other Company in which the Director or his associate(s) is/are interested, directly or indirectly, whether as an officer or executive or shareholder, or in which the Director or his associate(s) is/are beneficially interested in the shares of that company, provided that he and any of his associates, are not in aggregate beneficially interested in 5% or more of the issued

shares of any class of such Company (or of any third Company through which his interest or that of his associates is derived) or of the voting rights;" in the existing Article 107(c)(iii) in its entirety and replaced with the words "Intentionally deleted";

(xlii) by deleting the words "provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong" in the last line of the existing Article 124 after the words "from time to time determine";

(xliii) by deleting the existing Article 133 in its entirety and substituting with the following:

"133. Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a member of the Company with a substantial shareholding in the Company, or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.";

(xliv) by adding a new sentence "The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting." in the third line of the existing Article 165 after the words "until the next annual general meeting.";

(xlv) by deleting the existing Article 167(a) in its entirety and substituting with the following:

"167 (a) Except as otherwise provided in these Articles, any notice or document (including a share certificate) may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company

or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to the holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”;

(xlvi) by adding the words “or, where relevant, by Electronic Signature” in the second line of the existing Article 173 after the words “by means of facsimile”; and

(xlvii) by adding the following new Article 182 and Article 183 after the existing Article 181:

#### **“Transfer by Way of Continuation**

182. The Company shall, subject to the provisions of the Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

#### **Mergers and Consolidations**

183. The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Law), upon such terms as the Directors may determine.”.



- (C) “**THAT** the Memorandum and Articles of Association in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 6(A) and 6(B) above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings (if any) be approved and adopted as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with immediate effect.”

By Order of the Board  
**CHENG Wai Lun, Andrew**  
*Executive Director*

Hong Kong, 27th July 2012

*Notes:*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the principal place of business of the Company at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not precludes you from attending and voting at the meeting (or any adjournment thereof) if you so wish and in such event, the instrument appointment a proxy shall be deemed to be revoked.
5. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the resolutions will be voted by way of poll.
6. The register of members of the Company will be closed from 31st August 2012 to 4th September 2012, both days inclusive, for the entitlement to final and special dividends. The register of members of the Company will not be closed for the purpose of establishing entitlements of the shareholders of the Company to attend the Company’s annual general meeting. During such period, no transfer of Shares will be registered. In order to qualify for the proposed final and special dividends, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar in Hong Kong, Tricor Standard Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 30th August 2012.



*As at the date of this announcement, the Board of the Company consists of Mr. IP Man Tin, David as chairman and non-executive director, Mr. WONG Ching Hung, Thomas and Dr. SZE Ping Fat as non-executive directors, Mr. SUEN Man Tak, Stephen, Mr. CHENG Wai Lun, Andrew and Ms. CHENG Wai Ling, Annie as executive directors and Mr. PANG Cheung Hing, Alex, Mr. CHAN Chung Yee, Alan, Mr. FUK Ho Kai and Mr. POON Kai Tik as independent non-executive directors.*