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# ACROSS ASIA LIMITED

*(Incorporated in the Cayman Islands with limited liability)*  
*(Stock Code: 8061)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of AcrossAsia Limited (the "Company") will be held at No.4, Ground Floor, Lippo Centre, 89 Queensway, Hong Kong on Tuesday, 8th May 2012 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited Consolidated Financial Statements of the Company and its subsidiaries, the Report of the Directors and the Independent Auditor's Report for the year ended 31st December 2011.
2. To consider the re-election of the retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration.
3. To consider the re-appointment of RSM Nelson Wheeler as the Auditor of the Company and to authorise the Board of Directors to fix its remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

A. **"THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot or issue such shares in the capital of the Company or to make or grant any offers, agreements and/or options which would or might require shares in the capital of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and/or options (including rights to subscribe for or convert into shares), which might require the exercise of the powers to allot,

issue and deal with additional shares in the capital of the Company after the end of the Relevant Period;

- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any option granted under the Company's share option schemes or any other option, scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this Resolution, and the said approval shall be limited accordingly;
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the 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 any applicable law of the Cayman Islands or the Company's Memorandum and Articles of Association to be held; and
- (iii) the authority set out in this Resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company 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); and

- (e) the authority conferred by this Resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to

allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this Resolution.”

**B. “THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company, on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors of the Company;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors of the Company exercising the power pursuant to the approval in paragraph (a) of this Resolution 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 this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the 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 any applicable law of the Cayman Islands or the Company’s Memorandum and Articles of Association to be held; and
  - (iii) the authority set out in this Resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.”

- C. **“THAT** conditional on the passing of Resolution 4B as set out in the notice convening this Meeting (the “AGM Notice”) of which this Resolution forms a part, the general mandate granted to the Directors of the Company to allot and issue shares pursuant to Resolution 4A as set out in the AGM Notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the shares in the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution 4B, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this Resolution.”
5. As special business, to consider and, if thought fit, pass the following resolutions as Special Resolutions:
- A. **“THAT** the Memorandum and Articles of Association of the Company be amended by deleting all references to “Companies Law (2000 Revision)” and substituting therefor the words “Companies Law (2011 Revision)”.”
- B. **“THAT** the Memorandum of Association of the Company be amended by deleting the existing Clause 2 and substituting therefor the following new Clause 2:
- “The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Uglund 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.””
- C. **“THAT** the Memorandum of Association of the Company be amended by deleting the words “Section 193” in the existing Clause 7 and substituting therefor the words “Section 174”.”
- D. **“THAT** the Articles of Association of the Company be amended by inserting the following new definitions immediately after the definitions of “dollars” and “HK\$” in the existing Article 2:
- “electronic                      “electronic” shall have the meaning given to it in the Electronic Transactions Law;

electronic means “electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;

Electronic Transactions Law “Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;.”

- E. **“THAT** the Articles of Association of the Company be amended by inserting the following new Article 2A immediately after the existing Article 2:

“Sections 8 and 19 of the Electronic Transactions Law shall not apply.””

- F. **“THAT** the Articles of Association of the Company be amended by deleting the existing Article 80 and substituting therefor the following new Article 80:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least three members present in person or by proxy and entitled to vote or who represent in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (c) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so required or demanded, and in the latter case, the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.””

- G. “**THAT** the Articles of Association of the Company be amended by deleting the existing Article 99 and substituting therefor the following new Article 99:

“The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and subject always to re-election by shareholders at the first general meeting after appointment (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election.””

- H. “**THAT** the Articles of Association of the Company be amended by deleting the existing Article 107(c)(iii) and renumbering the existing Articles 107(c)(iv) and (v) as Articles 107(c)(iii) and (iv) respectively.”

- I. “**THAT** the Articles of Association of the Company be amended by deleting the existing Article 107(f)(iv) and renumbering the existing Article 107(f)(v) as Article 107(f)(iv).”

- J. “**THAT** conditional on the passing of Resolutions 5A, 5B, 5C, 5D, 5E, 5F, 5G, 5H and 5I as set out in the notice convening this Meeting, the amended and restated Memorandum and Articles of Association of the Company having consolidated all the past amendments and the amendments referred to in Resolutions 5A, 5B, 5C, 5D, 5E, 5F, 5G, 5H and 5I above (a copy of which is produced to this Meeting and marked “A” and initialled by the Chairman of this Meeting for the purpose of identification) be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.”

By Order of the Board  
**Kelsch Woon Kun WONG**  
*Company Secretary*

Hong Kong, 30th March 2012

*Head Office and Principal Place of  
Business in Hong Kong:*  
Room 4302, 43rd Floor  
Tower One  
Lippo Centre  
89 Queensway  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more separate proxies to attend and vote instead of him. A proxy need not be a member of the Company. At the meeting, the chairman of the meeting will exercise his power under Article 80(a) of the Articles of Association of the Company to put each of the above Resolutions to the vote by poll.
2. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's Head Office and Principal Place of Business in Hong Kong at Room 4302, 43rd Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.

*This announcement, for which the Directors of the Company (namely, executive Director: Mr. Marshall Wallace COOPER; and independent non-executive Directors: Mr. Albert Saychuan CHEOK, Dr. Boh Soon LIM and Mr. Thomas Yee Man LAW) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from its date of publication and on the Company's website at [www.across-asia.com](http://www.across-asia.com).*