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## **MOBICON GROUP LIMITED**

**萬保剛集團有限公司\***

**(the “Company”)**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1213)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the abovenamed company (the “Company”) will be held at Kowloon Club, Level 2, Harbourfront Horizon All Suite Hotel, 8 Hung Luen Road, Hung Hom Bay, Kowloon, Hong Kong on 5 August 2011, Friday at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2011.
2. To declare a final dividend of HK2 cents per share for the year ended 31 March 2011.
3. To re-elect Dr. Hung Kim Fung, Measure as an executive director of the Company.
4. To re-elect Madam Yeung Man Yi, Beryl as an executive director of the Company.
5. To re-elect Dr. Leung Wai Cheung as an independent non-executive director of the Company.
6. To re-elect Mr. Ku Wing Hong, Eric as an independent non-executive director of the Company.
7. To authorise the remuneration committee of the Company to fix the remuneration of the directors of the Company.
8. To re-appoint HLB Hodgson Impey Cheng as the auditors of the Company and to authorise the board of directors to fix their remuneration.
9. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

A. **“THAT:–**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the Company (the “Shares”) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* *For identification purpose only*

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (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 Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or scrip dividend scheme of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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 the bye-laws of the Company or any applicable law 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 Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

**B. “THAT:–**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (c) 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 the bye-laws of the Company or any applicable law 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 resolution no. 9B above being passed, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 9B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 9A above.”

The register of members of the Company will be closed (i) from Tuesday, 2 August 2011 to Friday, 5 August 2011 (both dates inclusive); and (ii) from Thursday, 11 August 2011 to Friday, 12 August 2011 (both dates inclusive) in order to ascertain (i) the right to attend the meeting and (ii) the right to receive the final dividend respectively.

By order of the Board  
**Ho Siu Wan**  
*Company Secretary*

Hong Kong, 6 July 2011

*Principal Office:*

7th Floor

New Trend Centre

704 Prince Edward Road East

San Po Kong

Kowloon

Hong Kong

#### **MEMBERS OF THE BOARD**

As at the date of this notice, the board of directors of the Company comprises Dr. Hung Kim Fung, Measure, Madam Yeung Man Yi, Beryl, Mr. Hung Ying Fung, Mr. Yeung Kwok Leung, Allix as executive Directors and Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Ku Wing Hong, Eric as independent non-executive Directors.

*Notes:–*

- (1) In order to ascertain the right to attend the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s Share Registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m., Monday, 1 August 2011.
- (2) In order to ascertain the right to receive the final dividend payable on 23 August 2011, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s Share Registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later then 4:30 p.m. Wednesday, 10 August, 2011.
- (3) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (4) In order to be valid, the form of proxy must be lodged with the Company’s Share Registrar in Hong Kong as aforesaid, together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.