



VANTAGE INTERNATIONAL (HOLDINGS) LIMITED
盈信控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 15)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Vantage International (Holdings) Limited (the “Company”) will be held at Montparnasse Room I-II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong at 11:00 am on 7 September 2011 for the following purposes:-

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2011.
2. To consider and, if thought fit, re-elect Mr. Ngai Chun Hung as a Director.
3. To consider and, if thought fit, re-elect Mr. Yau Kwok Fai as a Director.
4. To consider and, if thought fit, re-elect Mr. Mak Hon Kuen Peter as a Director.
5. To consider and, if thought fit, re-elect Mr. Fung Pui Cheung, Eugene as a Director.
6. To authorise the Board to fix the fees of the Directors.
7. To re-appoint Ernst & Young as the Company’s auditors and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers 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 Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option under the share option scheme or (iii) any scrip dividend or

similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend or shares of the Company in accordance with the Bye-Laws of the Company, shall not exceed the aggregate of:

- (i) twenty (20) per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten (10) per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date 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 revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s Bye-laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of class thereof (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, or of the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

9. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) 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 its own shares, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed ten (10) per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution and the said approval 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 meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s Bye-Laws to be held.

10. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT subject to the passing of Resolutions 8 and 9 set out in this notice, the general mandate granted to the Directors of the Company to exercise the powers of the Company to issue, allot and deal with shares pursuant to Resolution 8 set out in this notice be and is hereby extended by the addition thereto an amount representing the total nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to Resolution 9 set out in this notice, provided that such amount shall not exceed ten (10) per cent. of the total nominal amount of the share capital of the Company in issue at the date of this Resolution.”

11. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, shares of the Company (the “Shares”) to be issued pursuant to the exercise of any options under the new share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, (i) the existing share option scheme of the Company adopted on 5 August 2002 be and is hereby terminated; and (ii) the New Share Option Scheme be and is hereby approved and adopted and that the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:

- (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme;
- (iv) to make application at the appropriate time or times to The Stock Exchange of Hong Kong Limited for listing of and permission to deal in any Shares which may from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and

- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

By Order of the Board
Ngai Chun Hung
Chairman

Hong Kong, 12 July 2011

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business:
No.155 Waterloo Road
Kowloon Tong
Kowloon
Hong Kong

Notes:

- (1) A form of proxy for use at the AGM is enclosed with the Company’s circular dated 12 July 2011.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (3) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (4) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting convened by the above notice or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the Directors of the Company comprise:

Executive Directors

Mr. Ngai Chun Hung
Mr. Yau Kwok Fai
Mr. Li Chi Pong
Mr. Mak Hon Kuen Peter

Non-executive Director

Mr. Shek Yu Ming Joseph

Independent Non-executive Directors

Professor Ko Jan Ming
The Hon. Ip Kwok Him, *GBS, JP*
Mr. Fung Pui Cheung Eugene