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HENRY GROUP HOLDINGS LIMITED

鎮科集團控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 859)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Henry Group Holdings Limited (the “Company”) will be held at Unit 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 12 August 2011 at 10:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “Directors”) and auditors for the year ended 31 March 2011.
2. To re-elect the retiring Directors who offer themselves for re-election and to authorise the Directors to fix their remuneration.
3. To re-appoint HLB Hodgson Impey Cheng as auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, pass the following resolutions as Ordinary Resolutions:

A. “THAT

- (a) subject to paragraph A(b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;

- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraph A(a) shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 revocation or variation of the authority given under this resolution by an 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 the Bye-laws of the Company or any applicable laws to be held.”

B. “THAT

- (a) subject to paragraph B(b) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares in the capital of the Company (or to issue, allot and deal with securities convertible into shares, or options, warrants or similar rights to subscribe for any shares of the Company (“Securities”)) and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders 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, as appropriate, to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted, as varied from time to time, for the grant or issue of shares or rights to acquire shares of the Company;

- (iii) any issue of shares in the Company upon the exercise of rights of conversion or under the terms of any securities of the Company which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 revocation or variation of the authority given under this resolution by an 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 the Bye-laws of the Company or any applicable laws to be held.”
- C. “**THAT** conditional upon resolutions A and B being passed, the unconditional general mandate granted to the Directors pursuant to resolution B to exercise the powers of the Company to issue, allot and deal with unissued shares in the capital of the Company be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution A above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the said resolution.”
- D. “**THAT** conditional on (a) approval by the shareholders of the Company; and (b) the Listing Committee of the Stock Exchange granting the approval of the listing of and permission to deal in the shares which may be issued pursuant to the exercise of any options to be granted under the share option scheme of the Company adopted on 3 September 2003 (the “Share Option Scheme”), the total number of shares to be allotted and issued pursuant to the grant or exercise of any options under the Share Option Scheme (excluding those previously granted, outstanding, cancelled, exercised and lapsed in accordance with the Share Option Scheme as at the date of passing of the relevant resolution by the shareholders of the Company) be and is hereby subject to a maximum limit equal to 10 per cent. of the shares of the Company in issue at the date of passing of this resolution by the shareholders of the Company (the “10% General Limit”) and that the Directors be and are hereby unconditionally authorised, at their absolute discretion, to grant options under the Share Option Scheme to subscribe for shares up to the 10% General Limit and to exercise all the powers to issue, allot and deal with shares pursuant to the exercise of subscription rights under such options.”

On behalf of the Board
Ng Ian
Chief Executive Officer

Hong Kong, 13 July 2011

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy together with a valid 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 branch share registrar in Hong Kong, Tricor Standard Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjournment thereof).

As at the date of this announcement, the Board comprises Mr. Ng Chun For, Henry, Mr. Ng Ian and Mr. Lee Kwan Yee, Herrick as executive Directors; Mr. Mak Wah Chi as a non-executive Director and Mr. Li Kit Chee, Mr. Chan Kam Man and Mr. Chu Tak Sum as independent non-executive Directors.

** for identification purposes only*