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PAK TAK INTERNATIONAL LIMITED

(百 德 國 際 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 2668)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of Pak Tak International Limited (the “Company”) will be held at Units 404-411, 4th Floor, Fanling Industrial Centre, 21 On Kui Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Tuesday, 23rd August, 2011 at 11:00 a.m. for the purposes of transacting the following business:

Ordinary Business

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and Auditors of the Company and its subsidiaries for the year ended 31st March, 2011.
2. (A) To re-elect Mr. Cheng Kwai Chun, John as an Executive Director (Note 5(a)).
(B) To re-elect Mr. Chow Chan Lum as an Independent Non-Executive Director (Note 5(b)).
(C) To re-elect Ms. Ho Man Yee, Esther as an Independent Non-Executive Director (Note 5(c)).
(D) To authorise the Board of Directors to fix the Directors’ remuneration for the ensuing year.
3. To re-appoint Baker Tilly Hong Kong Limited as Auditors of the Company for the ensuing year and authorise the Board of Directors to fix their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

4(A) “**THAT:**

- (1) a general mandate be and is hereby unconditionally given to the Board of Directors of the Company during the Relevant Period to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, warrants, options or similar rights which might require the exercise of such powers, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board of Directors of the Company may during the Relevant Period make or grant offers, agreements, warrants, options or similar rights which might require the exercise of such powers to allot, issue and deal with additional shares in the capital of the Company at any time during or after the end of the Relevant Period; and
 - (b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Board of Directors of the Company pursuant to such mandate, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any option under any share option scheme of the Company adopted by its shareholders or similar arrangement for the grant or issue to employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or other similar scheme implemented in accordance with the Bye-laws 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 date of passing this Resolution no.4(A); and
- (2) for the purpose of this Resolution no.4(A):

“Relevant Period” means the period from the passing of this Resolution no.4(A) until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of the authority given under this Resolution no.4(A) by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board of Directors of the Company to holders of shares on its Register of Members on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Board of 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 the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

4(B) **“THAT:**

- (1) a general mandate be and is hereby unconditionally given to the Board of Directors of the Company during the Relevant Period to exercise all powers of the Company to repurchase shares in the capital of the Company and to make or grant offers, agreements, warrants, options or similar rights which might require the exercise of such powers, subject to the following conditions:
 - (a) the exercise of all powers pursuant to such mandate shall be subject to and in accordance with all applicable laws and requirements and regulations of the relevant stock exchange; and
 - (b) the aggregate nominal amount of shares in the share capital of the Company which may be repurchased pursuant to such mandate shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution no.4(B); and
- (2) for the purposes of this Resolution no.4(B):

“Relevant Period” means the period from the passing of this Resolution no.4(B) until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of the authority given under this Resolution no.4(B) by an ordinary resolution of the shareholders of the Company in general meeting.”

4(C) **“THAT** conditional upon the passing of the ordinary resolutions set out in items 4(A) and 4(B) in the notice convening the Meeting, the general mandate granted to the Board of Directors of the Company pursuant to the authority given in the resolution set out in item 4(A) in the notice convening the Meeting to issue, allot or otherwise deal with additional shares of the Company and to make or grant offers, agreements, warrants, options or similar rights which might require the exercise of such powers during the Relevant Period (as defined in Resolution no.4(A)) be and is hereby extended by the addition to the aggregate nominal amount of shares in the capital of the Company which may be issued, allotted or otherwise dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Board of Directors of the Company pursuant to their exercise of the powers of the Company to repurchase such shares in accordance with the ordinary resolution set out in item 4(B) in the notice convening the Meeting.”

5. **“THAT** with effect from the close of business of the day on which this Resolution no.5 is passed, the existing share option scheme (“Existing Share Option Scheme”) adopted by the Company pursuant to a resolution passed by the then shareholders of the Company on 9 November 2001 (a copy of the Existing Share Option Scheme having been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) be and it is hereby terminated and cease to have any further effect save and except that the Existing Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof.”

6. “**THAT** subject to the passing of Resolution no.5 and subject also to and conditional upon The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the option which may be granted under the rules of the new share option scheme (“New Share Option Scheme”), a draft of which is produced to the meeting marked “B” and signed by the chairman of the meeting for the purposes of identification, representing an amount (“General Scheme Limit”) up to 10 per cent. of the issued shares of the Company as at the day on which this Resolution no.6 is passed, with effect from the close of business of the day on which this Resolution no.6 is passed, the rules of the New Share Option Scheme be approved and adopted and the directors of the Company be and are hereby authorised:
- (a) to approve any amendments to the rules of the New Share Option Scheme as may be acceptable or not objected to by the Stock Exchange;
 - (b) at their absolute discretion to grant options to subscribe for shares of the Company in accordance with the rules of the New Share Option Scheme;
 - (c) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the New Share Option Scheme provided that the aggregate amount of shares which fall to be allotted and issued pursuant to this authority, together with any issue of shares of the Company upon the exercise of any options granted under any other share option scheme as may from time to time be adopted by the Company or its subsidiaries, shall not exceed the General Scheme Limit; and
 - (d) to take all such steps as may be necessary, desirable or expedient to carry into effect the New Share Option Scheme.”

On behalf of the Board
Victor Robert Lew
Chairman

Hong Kong, 19th July, 2011

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

Principal place of business in Hong Kong:
Units 404-411, 4th Floor
Fanling Industrial Centre
21 On Kui Street, On Lok Tsuen
Fanling, New Territories
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares) to attend and vote in his stead. A proxy needs not be a member of the Company.
- (2) A form of proxy for the Meeting is enclosed with the Explanatory Statement mentioned in (4) below. To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so desire.
- (3) The Register of Members of the Company will be closed from 16th August, 2011 (Tuesday) to 23rd August, 2011 (Tuesday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 15th August, 2011 (Monday).
- (4) An Explanatory Statement containing further details regarding ordinary Resolution no.4(B) as required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited will be despatched to the members of the Company together with the 2011 annual report of the Company.
- (5) The followings are the particulars of the Directors to be retired and proposed to be re-elected at the Meeting:
 - (a) Mr. CHENG Kwai Chun, John, aged 39, the Executive Director and Chief Executive Officer of the Company. Mr. Cheng obtained a Bachelor degree in Science from the University of New South Wales, Australia, and a Master degree in Finance from the RMIT University, Australia. Mr. Cheng was also awarded the "Professional Diploma in Corporate Governance and Directorship" by Hong Kong Productivity Council and The Hong Kong Institute of Directors and a diploma in business management by the Hong Kong Management Association. Mr. Cheng joined the Group in 1996 and is responsible for business development and overall day-to-day management and operations of the Group.

Mr. Cheng is a director of the following subsidiaries of the Company: Addlink Limited, Pak Tak Knitting & Garment Factory Limited, Rich Source Limited and 普寧市百德針織有限公司. He is also the sole director of Best Ahead Limited, a substantial shareholder of the Company. Save as aforesaid and as at the date hereof: (i) Mr. Cheng did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, (ii) Mr. Cheng did not hold any directorship in other listed public companies in the past three years and did not hold any other positions with the Company or other members of the Group, (iii) Mr. Cheng did not have any other major appointments. Mr. Cheng is not appointed for a specific term but is subject to retirement and re-election in accordance with the Bye-laws of the Company. As at the date hereof, Mr. Cheng is entitled to a director's fee of HK\$857,000 per annum plus discretionary bonus to be determined by the Board at its discretion by reference to his performance and the business of the Group.

As at the date hereof, Mr. Cheng has the following interests in the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO"):

Number of shares interested (long position)	Capacity	Approximate percentage of the issued share capital of the Company
60,420,000	Beneficial Owner	25.55%
40,314,280 (<i>Note</i>)	Controlled Corporation	17.05%

Note: These shares are held by Best Ahead Limited ("Best Ahead"), a company incorporated in the British Virgin Islands. Mr. Cheng is the sole director of Best Ahead and Best Ahead acts in accordance with his directions or instructions. As such, Mr. Cheng is taken to be interested in the shares of the Company held by Best Ahead.

Save as disclosed above, Mr. Cheng does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Cheng involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

- (b) Mr. CHOW Chan Lum, aged 60, an Independent Non-executive Director of the Company. Mr. Chow is the Precedent Partner of Wong Brothers & Co, Certified Public Accountants, Hong Kong. Mr. Chow carried duties in a variety of functional and social organizations. He was a Past President of the Taxation Institute of Hong Kong and has served on a number of committees of the Hong Kong Institute of Certified Public Accountants including the Deputy Chairman of Auditing & Assurance Standards Committee, and a member of PRC Accounting and Auditing Sub-Committee, Practice Review Committee, Investigation Panel, Examination Panel, Complaints Panels, Taxation Committee and Professional Standards Monitoring Committee. He is currently a member of Foreign Experts Consultative Committee on China Independent Auditing Standards of the PRC Ministry of Finance, a member of the People's Political Consultative Committee, Guangdong Province, PRC, the Chairman of the Cantonese Opera Advisory Committee of the Hong Kong SAR Government, the Treasurer of the Hong Kong Academy for Performing Arts, the Deputy Chairman of the Chinese Entrepreneurs Organization, and a member of the Cantonese Opera Development Fund. Mr. Chow is also an independent non-executive director of China Aerospace International Holdings Limited and Maoye International Holdings Limited, both are companies listed on the Stock Exchange.

Save as aforesaid and as at the date hereof: (i) Mr. Chow did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, (ii) Mr. Chow did not hold any directorship in other listed public companies in the past three years and did not hold any other positions with the Company or other members of the Group, (iii) Mr. Chow did not have any major appointments. Mr. Chow is not appointed for a specific term but is subject to retirement and re-election in accordance with the Bye-laws of the Company. As at the date hereof, Mr. Chow is entitled to a director's fee of HK\$60,000 per annum.

As at the date hereof, Mr. Chow does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Chow involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

- (c) Ms. HO Man Yee, Esther, aged 38, an Independent Non-executive Director of the Company. Ms. Ho received a Bachelor of Law degree and a post-graduate certificate in laws from The University of Hong Kong. She was admitted as a solicitor of the Hong Kong SAR in 1998. Ms. Ho has been in active practice since admission. Save as aforesaid and as at the date hereof: (i) Ms. Ho did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, (ii) Ms. Ho did not hold any directorship in other listed public companies in the past three years and did not hold any other positions with the Company or other members of the Group, (iii) Ms. Ho did not have any major appointments. Ms. Ho is not appointed for a specific term but is subject to retirement and re-election in accordance with the Bye-laws of the Company. As at the date hereof, Ms. Ho is entitled to a director's fee of HK\$60,000 per annum.

As at the date hereof, Ms. Ho does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Ms. Ho involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

As at the date of this announcement, Mr. Cheng Kwai Chun, John, Mr. Lin Chick Kwan and Mr. Lin Wing Chau are Executive Directors; Mr. Victor Robert Lew is the Non-executive Director and the Chairman; Ms. Ko Hay Yin, Karen, Mr. Chow Chan Lum, Ms. Ho Man Yee, Esther and Mr. Yuen Chi King, Wyman are Independent Non-executive Directors.

* for identification purposes only