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TUNGTEX (HOLDINGS) COMPANY LIMITED

同得仕（集團）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00518)

NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (the “Meeting”) of Tungtex (Holdings) Company Limited 同得仕（集團）有限公司 (the “Company”) will be held at Inter-Continental Room Cypress & Maple, Hotel Inter-Continental Hong Kong, 18 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Friday, August 26, 2011 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended March 31, 2011.
2. To declare a final dividend for the year ended March 31, 2011.
3. To re-elect the retiring directors and to authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

5. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.20 each in the capital of the Company on The Stock Exchange of Hong Kong Limited subject to and in accordance with all applicable laws and the rules and regulations of The Securities and Futures Commission of Hong Kong and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved and authorised;

- (b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of 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 articles of association of the Company or any applicable laws of Hong Kong to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“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 issue, allot and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved and authorised;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraphs (a) and (b), other than an issue and allotment of shares pursuant to a rights issue or pursuant to the exercise of any options which may be granted or exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares or the exercise of warrants to subscribe for shares of the Company, or any scrip dividend or similar arrangement implemented pursuant to the articles of association of the Company from time to time, or a specific authority granted or to be granted by the shareholders in a general meeting, shall not exceed:
- (i) in the case of an issue and allotment of shares for cash, 5 per cent of the share capital of the Company in issue as at the date of passing of this resolution; and
 - (ii) in the case of an issue and allotment of shares otherwise than for cash, 20 per cent of the share capital of the Company in issue as at the date of passing of this resolution (less shares, if any, issued pursuant to the general mandate granted pursuant to sub-paragraph (i) above);
- (d) for the avoidance of doubt, the aggregate number of shares to be issued pursuant to this resolution, other than an issue and allotment of shares pursuant to a rights issue or pursuant to the exercise of any options which may be granted or exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares or the exercise of warrants to subscribe for shares of the Company, or any scrip dividend or similar arrangement implemented pursuant to the articles of association of the Company from time to time, or a specific authority granted or to be granted by the shareholders in a general meeting, shall not exceed 20 per cent of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the date of 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 articles of association of the Company or any applicable laws of Hong Kong to be held; and

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

By Order of the Board
Tungtex (Holdings) Company Limited
同得仕（集團）有限公司
Lee Siu Mei
Company Secretary

Hong Kong, July 19, 2011

Notes:

1. All resolutions proposed at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) and the results of the poll-voting will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Company’s share registrars, Tricor Secretaries Limited, at 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 adjourned meeting thereof.
4. The register of members will be closed on Thursday, September 1, 2011, on which day no transfers of shares will be effected. In order to qualify for the entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s share registrars, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, August 31, 2011.
5. As at the date of this notice, the Executive Directors of the Company are Mr. Benson Tung Wah Wing (Chairman), Mr. Alan Lam Yiu On (Managing Director), Mr. Raymond Tung Wai Man, Mr. Martin Tung Hau Man and Mr. Billy Tung Chung Man; the Non-Executive Directors of the Company are Mr. Tung Siu Wing and Mr. Kevin Lee Kwok Bun; and the Independent Non-Executive Directors of the Company are Mr. Johnny Chang Tak Cheung, Mr. Tony Chang Chung Kay, Mr. Joseph Wong King Lam and Mr. Robert Yau Ming Kim.