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## **NEWAY GROUP HOLDINGS LIMITED**

**中星集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00055)**

### **NOTICE OF 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 annual general meeting of Neway Group Holdings Limited (the “Company”) will be held at Camomile Room, Lower Level II, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 2 September 2011 at 2:30 p.m. for the following purposes:

1. To 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 31 March 2011.
2. To declare a final dividend of HK0.10 cent per Share.
3. A. To re-elect Mr. SUEK Chai Hong as director;  
B. To re-elect Dr. NG Wai Kwan as director;  
C. To re-elect Mr. TSE Tin Tai as director.
4. To authorise the board of directors to fix the remuneration of the directors.
5. To re-appoint Deloitte Touche Tohmatsu as 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 amendments, the following resolutions as ordinary resolutions:

\* *For identification purpose only*

6. A. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in accordance with all applicable laws and the regulations of the Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the issued share capital of the Company as at the date of passing of this resolution, and the approval shall 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 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 any applicable laws or the Bye-laws of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders in general meeting.”

B. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue;
- (ii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company;
- (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or
- (iv) a specific authority granted or to be granted by the shareholders in a general meeting,

shall not exceed 20 per cent of the issued share capital of the Company as at the date of passing of this resolution, and the 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 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 any applicable laws or the Bye-laws of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders in general meeting.”

- C. “**THAT** conditional upon the passing of ordinary resolutions 6A and 6B as set out in the notice convening this meeting, the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company pursuant to ordinary resolution 6B set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 6A set out in the notice convening this meeting provided that such aggregate number of shares shall not exceed 10 per cent of the existing issued share capital of the Company as at the date of passing of this resolution.”

On Behalf of the Board  
**NEWAY GROUP HOLDINGS LIMITED**  
**SUEK Ka Lun, Ernie**  
*Chairman*

28 July 2011

*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be deposited with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or adjournment thereof.
3. The Register of Members of the Company will be closed from Wednesday, 31 August 2011 to Friday, 2 September 2011, both dates inclusive, during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 30 August 2011.
4. The Register of Members of the Company will also be closed from Thursday, 8 September 2011 to Monday, 12 September 2011(both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, if approved at the annual general meeting of the Company, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 7 September 2011.
5. As at the date of this notice, the directors of the Company are Mr. SUEK Ka Lun, Ernie (Chairman) and Mr. SUEK Chai Hong (Chief Executive Officer) being the executive directors; Dr. NG Wai Kwan, Mr. CHAN Kwing Choi, Warren and Mr. WONG Sun Fat being the non-executive directors; and Mr. TSE Tin Tai, Mr. CHENG Chi Wai and Ms. LUI Lai Ping, Cecily being the independent non-executive directors; and Mr. LAU Kam Cheong being the alternate director to Dr. NG Wai Kwan.