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## **YEEBO (INTERNATIONAL HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 259)**

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

**NOTICE IS HEREBY GIVEN** that the 2011 Annual General Meeting (the “Meeting”) of Yeebo (International Holdings) Limited (the “Company”) will be held at Crystal Room IV, 3/F Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, Hong Kong on Wednesday, 31st August, 2011 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the Directors and auditor for the year ended 31st March, 2011.
2. To declare a final dividend and a special dividend for the year ended 31st March, 2011.
3. (i) To re-elect Mr. Li Kwok Wai, Frankie as an Executive Director.  
  
(ii) To re-elect Mr. Chu Chi Wai, Allan as an Independent Non-executive Director.
4. To authorise the Board of Directors to fix the Directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix their remuneration.
6. **As special business**, to consider and if thought fit, pass the following resolution as an ordinary resolution:

**“THAT**

- (a) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers and authority 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 shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with paragraph (b) of this Resolution, all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized;

- (b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal share capital of the Company in issue as at the date of passing of this Resolution and the authority pursuant to paragraph (a) 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 expiry 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 law to be held; or
    - (iii) the passing of an ordinary resolution by the shareholders of the Company (the “Shareholders”) in general meeting revoking or varying the approval and authority given to the Directors by this Resolution.”
7. **As special business**, to consider and if thought fit, pass the following resolution as an ordinary resolution:

**“THAT**

- (a) 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 dispose of shares in the capital of the Company (including making and granting offer agreements and options which would or which might require shares to be issued, allotted or disposed of, whether during the Relevant Period or thereafter) otherwise than pursuant to:
  - (i) a rights issue where shares are offered to Shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions 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, or the requirements of any recognised regulatory body or stock exchange in, or in any territory outside, Hong Kong);
  - (ii) any share option scheme or similar arrangement established by the Company and approved by the Stock Exchange;
  - (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company which may be issue from time to time; or

- (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company;
  - (b) the aggregate nominal amount of the share capital issued, allotted or disposed of pursuant to paragraph (a) of this Resolution shall not exceed 20 per cent. of the aggregate of the nominal amount of the issued share capital of the Company as at the date of passing of this Resolution;
  - (c) for the purposes 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 expiry 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 law to be held; or
    - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the approval and authority given to the Directors of the Company by this Resolution.”
8. As **special business**, to consider and if thought fit, pass the following resolutions as an ordinary resolution:

“**THAT** conditional upon Resolution Numbers 6 and 7 being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot shares pursuant to Resolution Number 7 be and is hereby extended by the addition to the aggregate nominal value of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution Number 6 provided that such amount so purchased shall not exceed 10 per cent. of the aggregate nominal value of the issued share capital of the Company at the date of this Resolution.”

By order of the Board  
**Lau Siu Ki, Kevin**  
*Company Secretary*

Hong Kong  
29th July, 2011

*Notes:*

- (1) A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Shareholder. In order to be valid, the form of proxy must be deposited with the Company's Branch Share Registrars in Hong Kong, Tricor Secretaries Limited, at 26 Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the Meeting or adjournment thereof.
- (2) The register of Members of the Company will be closed from Monday, 29th August, 2011 to Wednesday, 31st August, 2011 both days inclusive, during which period no transfer of shares will be affected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 26th August, 2011.

The Directors as at date of this notice are Mr. Fang Hung, Kenneth, *GBS, JP*, Mr. Li Kwok Wai, Frankie and Mr. Leung Tze Kuen being the Executive Directors; and Mr. Tien Pei Chun, James, *GBS, JP*, Mr. Chu Chi Wai, Allan and Mr. Lau Yuen Sun, Adrian being the Independent Non-executive Directors.