
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of AMVIG Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



AMVIG HOLDINGS LIMITED
澳科控股有限公司*
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2300)

- (1) PROPOSED GRANT OF SHARE OPTIONS TO MR. CHAN;**
- (2) PROPOSED GRANT OF SHARE OPTIONS TO MR. NG;**
- (3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at Suites 601 and 602, 6th Floor, Top Glory Tower, No. 262, Gloucester Road, Causeway Bay, Hong Kong on Monday, 12 September 2011 at 9:00 a.m. is set out on pages 12 to 14 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
– Introduction	4
– Grant of Options	5
– Implications under the Listing Rules	8
– Proposed Refreshment of Scheme Mandate Limit	9
– EGM	10
– Recommendation	11
– Responsibility Statement	11
Notice of EGM	12

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Company”	AMVIG Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, (i) the proposed grant of 40,000,000 Options to Mr. Chan, (ii) the proposed grant of 30,000,000 Options to Mr. Ng, and (iii) the Proposed Refreshment
“Eligible Participant(s)”	means (i) employees of the Group or its associated company (whether full-time or part-time); (ii) directors (whether executive directors or non-executive directors or independent non-executive directors) of the Group or its associated company; (iii) substantial shareholders of each member of the Group or its associated company; (iv) associates of directors or substantial shareholders of the Group or its associated company; and (v) the trustees of any trust pre-approved by the Board, the beneficiary (or in case of discretionary trust, the discretionary objects) of which includes any of the above-mentioned persons, as set out in the Share Option Scheme
“Grantee(s)”	such Eligible Participants to which the Options are granted or proposed to be granted under the Share Option Scheme
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 August 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chan”	Mr. Chan Sai Wai, the Vice-Chairman of the Board and the executive Director
“Mr. Ge”	Mr. Ge Su, the Chief Executive Officer of the Company and the executive Director
“Mr. Ng”	Mr. Ng Sai Kit, the executive Director
“Options”	the options granted to the Grantees under the Share Option Scheme to subscribe for the Shares at the Subscription Price in accordance with the Share Option Scheme
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options to be granted by the Board under the Share Option Scheme to subscribe up to 10% of the Shares in issue as at the date of passing the relevant resolution, and if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders at the EGM
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 10 March 2004
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option granted under the Share Option Scheme
“World Grand Group”	members of the Group comprising World Grand Holdings Limited and its subsidiaries from time to time
“%”	per cent.

LETTER FROM THE BOARD



AMVIG HOLDINGS LIMITED

澳 科 控 股 有 限 公 司 *
(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2300)

Non-executive Chairman:

Mr. Chan Chew Keak, Billy

Executive Directors:

Mr. Chan Sai Wai (*Vice-Chairman*)

Mr. Ge Su (*Chief Executive Officer*)

Mr. Ng Sai Kit

Non-executive Directors:

Mr. David John Cleveland Hodge

Mr. Ralf Klaus Wunderlich

Independent non-executive Directors:

Mr. Tay Ah Kee, Keith

Mr. Au Yeung Tin Wah, Ellis

Mr. Oh Choon Gan, Eric

Registered office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town

Grand Cayman

Cayman Islands

British West Indies

*Head office and principal place
of business in Hong Kong:*

Suites 601 and 602

6th Floor, Top Glory Tower

No. 262, Gloucester Road

Causeway Bay

Hong Kong

25 August 2011

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANT OF SHARE OPTIONS TO MR. CHAN;**
- (2) PROPOSED GRANT OF SHARE OPTIONS TO MR. NG; AND**
- (3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT**

INTRODUCTION

On 28 July 2011, the Company announced that the Board had resolved on the same date to grant an aggregate of 90,000,000 Options to the Grantees including the grant of 40,000,000

* For identification purpose only

LETTER FROM THE BOARD

Options to Mr. Chan and 30,000,000 Options to Mr. Ng. The purpose of this circular is to provide you with the information relating to (i) the grant of 40,000,000 Options to Mr. Chan; (ii) the grant of 30,000,000 Options to Mr. Ng; (iii) the Proposed Refreshment of Scheme Mandate Limit; and (iv) the notice of the EGM.

GRANT OF OPTIONS

On 28 July 2011, the Board resolved to grant an aggregate of 90,000,000 Options to the Grantees, who are Eligible Participants, in which a total of 72,000,000 Options were granted to the Directors as follows:

Name of Grantee	Capacity	Number of Options	Approximate % to issued share capital of the Company as at the Latest Practicable Date
Mr. Chan	Executive Director and Vice-Chairman of the Board	40,000,000	4.33
Mr. Ng	Executive Director	30,000,000	3.25
Mr. Ge	Executive Director and Chief Executive Officer of the Company	2,000,000	0.22

A nominal consideration of HK\$1.00 shall be payable on acceptance of the grant of the Options by each of the Grantees within 21 days from the date of the grant of the Options.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associates.

Terms of the Options granted to Mr. Chan

(a) Duration, vesting conditions

The 40,000,000 Options granted to Mr. Chan have a life of ten years from 28 July 2011, being the date of the grant of the Options, but will only be vested to Mr. Chan over a period of four years (i.e. the first tranche of 10,000,000 Options on 29 July 2012, the second tranche of 10,000,000 Options on 29 July 2013, the third tranche of 10,000,000 Options on 29 July 2014 and the fourth tranche of 10,000,000 Options on 29 July 2015) and will only be exercisable thereafter if, among other, the audited consolidated profit attributable to

LETTER FROM THE BOARD

shareholders of the World Grand Group for the relevant financial year (i.e. 31 December 2011 for the first tranche, 31 December 2012 for the second tranche and so on) is not less than the budgeted consolidated profit attributable to shareholders of World Grand Group approved by the non-executive Directors based on prevailing market and economic conditions as well as any other factors deemed appropriate at the time of the budget review. Where the audited consolidated profit attributable to shareholders of the World Grand Group for a given year is less than the budgeted profit but is still more than the actual profit for the immediate preceding year, the relevant tranche of Options will be vested on a pro rata basis.

The Shares falling to be issued upon exercise of the 40,000,000 Options will rank *pari passu* in all respects with the Shares in issue on the date on which the Shares are allotted to Mr. Chan.

(b) Subscription Price

In compliance with Rule 17.02(9) of the Listing Rules and the Share Option Scheme, the Options are exercisable at the Subscription Price of HK\$4.72 per Share, which is the highest of (i) HK\$0.01, being the nominal value of a Share; (ii) HK\$4.72, being the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of the grant of Options, and (iii) HK\$4.694, being the average of the closing prices of the Shares as stated in the daily quotations sheets on the Stock Exchange from 21 July 2011 to 27 July 2011, both dates inclusive (being the five trading days immediately preceding the date of the grant of Options).

Terms of the Options granted to Mr. Ng

(a) Duration, vesting conditions

The 30,000,000 Options granted to Mr. Ng have a life of ten years from 28 July 2011, being the date of the grant of the Options, but will only be vested to Mr. Ng over a period of four years (i.e. the first tranche of 7,500,000 Options on 29 July 2012, the second tranche of 7,500,000 Options on 29 July 2013, the third tranche of 7,500,000 Options on 29 July 2014 and the fourth tranche of 7,500,000 Options on 29 July 2015) and will only be exercisable thereafter if, among other, the audited consolidated profit attributable to shareholders of the World Grand Group for the relevant financial year (i.e. 31 December 2011 for the first tranche, 31 December 2012 for the second tranche and so on) is not less than the budgeted consolidated profit attributable to shareholders of World Grand Group approved by the non-executive Directors based on prevailing market and economic conditions as well as any other factors deemed appropriate at the time of the budget review. Where the audited consolidated profit attributable to shareholders of the World Grand Group for a given year is less than the budgeted profit but is still more than the actual profit for the immediate preceding year, the relevant tranche of Options will be vested on a pro rata basis.

The Shares falling to be issued upon exercise of the 30,000,000 Options will rank *pari passu* in all respects with the Shares in issue on the date on which the Shares are allotted to Mr. Ng.

LETTER FROM THE BOARD

(b) Subscription Price

In compliance with Rule 17.02(9) of the Listing Rules and the Share Option Scheme, the Options are exercisable at the Subscription Price of HK\$4.72 per Share, which is the highest of (i) HK\$0.01, being the nominal value of a Share; (ii) HK\$4.72, being the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of the grant of Options, and (iii) HK\$4.694, being the average of the closing prices of the Shares as stated in the daily quotations sheets on the Stock Exchange from 21 July 2011 to 27 July 2011, both dates inclusive (being the five trading days immediately preceding the date of the grant of Options).

Conditions precedent of the grant of the Options to Mr. Chan and Mr. Ng

The grant of the Options to each of Mr. Chan and Mr. Ng is subject to the fulfillment of the following conditions precedent:

- (i) the approval being obtained by the Shareholders at the EGM (in which Mr. Chan and Mr. Ng and their respective associates shall abstain from voting); and
- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares to be allotted and issued upon the exercise of the Options granted to Mr. Chan and Mr. Ng.

Other terms in the Share Option Scheme applicable to the Grantees (including Mr. Chan and Mr. Ng):

(a) Options are not transferrable

Options granted under the Share Option Scheme must be personal to the Grantees, which may not be sold, transferred, charged, mortgaged, encumbered or assigned by them to or in favour of any third party over or in relation to any Option.

(b) Rights on voluntary winding-up

If a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily winding up the Company, the Company shall on the same day as or soon after it despatches such notice to each member of the Company gives notice thereof to all the Grantees and thereupon, each Grantee (or his respective personal representative(s)) may, subject to the provisions of all applicable laws, by notice in writing to the Company, accompanied by the remittance of the subscription price in respect of the relevant Option (such notice to be received by the Company not later than two business days prior to the proposed general meeting of the Company) exercise the Option (to the extent which has become exercisable and not already exercised) whether in full or in part and the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee credited as fully paid.

LETTER FROM THE BOARD

(c) Voting and dividend

The Grantees of the Options are not entitled to any voting right or right to receive dividends unless and until the names of the Grantees have been duly entered in the register of members of the Company as the holders of the Shares.

Reasons and consideration for the grant of the Options

The grant of Options to the Grantees is in recognition of their contributions to the growth of the Group in the past and as an incentive for their continuing commitments and contributions to the Group in the future. In particular, 40,000,000 Options and 30,000,000 Options are proposed to be granted to Mr. Chan and Mr. Ng, respectively as they are the key persons to manage the World Grand Group, which has grown consistently since Mr. Chan and Mr. Ng joined the Group in 2006. The World Grand Group is the principal supplier of cigarette packages for two of the top ten cigarette brands in China, namely Shuangxi and Yunyan. The Board considers that it is fair and reasonable and in the interests of the Company and the Shareholders as a whole to grant 40,000,000 Options and 30,000,000 Options to Mr. Chan and Mr. Ng, respectively to reward their past contributions to the Group as well as to retain their services in the near future.

IMPLICATIONS UNDER THE LISTING RULES

No Options had previously been granted under the Share Option Scheme since its adoption in 2004.

In compliance with Rule 17.04(1) of the Listing Rules, the grant of Options to Mr. Chan, Mr. Ng and Mr. Ge, all being Directors, has been approved by the independent non-executive Directors. Since: (i) the total number of Shares issued and to be issued upon exercise of the 40,000,000 Options and 30,000,000 Options to be granted to each of Mr. Chan and Mr. Ng, respectively in the 12-month period exceed 1% of the Shares in issue, and (ii) the number of Options to be granted to either Mr. Chan and Mr. Ng would exceed the existing Scheme Mandate Limit of 40,000,000 Options, such grant of Options to Mr. Chan and Mr. Ng must be approved by Shareholders at the EGM in which Mr. Chan, Mr. Ng and their respective associates shall abstain from voting). No Shareholders' approval is required in respect of the grant of Options to the Grantees (other than Mr. Chan and Mr. Ng).

Application will be made to the Stock Exchange for the listing of, and permission to deal, in the Shares which may fall to be issued upon the exercise of the Options upon the exercise of the Options granted to Mr. Chan and Mr. Ng.

None of the Directors are trustees of the Share Option Scheme or have a direct or indirect interest in the trustees of the Share Option Scheme.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme

The Share Option Scheme was adopted by the Company pursuant to the written resolutions of the Company passed on 10 March 2004. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval.

The Scheme Mandate Limit

The Scheme Mandate Limit has not been refreshed since the date of adoption of the Share Option Scheme. Pursuant to the Scheme Mandate Limit, the Company was authorised to grant up to 40,000,000 Options.

The Proposed Refreshment

As at the Latest Practicable Date, the Company has granted 90,000,000 Options to the Grantees (in which the grant of 40,000,000 Options granted to Mr. Chan and 30,000,000 Options to Mr. Ng is subject to the Shareholders' approval at the EGM) under the Share Option Scheme to subscribe for an aggregate of 90,000,000 Shares, representing 125% of the aggregate number of Shares which may be allotted and issued under the Scheme Mandate Limit or approximately 9.7% of the issued share capital of the Company as at the Latest Practicable Date. Accordingly, no further Options may be granted under the Scheme Mandate Limit.

To enable the Company to grant further Options under the Share Option Scheme to the Eligible Participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and the Shares for the benefit of the Company and Shareholders as a whole, the Board proposes to refresh the Scheme Mandate Limit. As at the Latest Practicable Date, there were 923,147,000 Shares in issue. If the Scheme Mandate Limit is "refreshed" on the basis of 923,147,000 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the date of the EGM, the Company may grant further Options entitling holders thereof to subscribe for up to a maximum number of 92,314,700 Shares, representing 10% of the issued share capital of the Company as at the date of EGM.

LETTER FROM THE BOARD

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

- (i) the passing of an ordinary resolution to approve the Proposed Refreshment at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of the Options to be granted under the Share Option Scheme and any other share option schemes of the Company under the refreshed limit at the EGM.

Application will be made to the Stock Exchange for the listing of, and permission to deal, in the Shares which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit.

EGM

The notice convening the EGM is set out on pages 12 to 14 of this circular. At the EGM, ordinary resolutions will be proposed to approve, among other matters, (i) the proposed grant of 40,000,000 Options to Mr. Chan, (ii) the proposed grant of 30,000,000 Options to Mr. Ng and (iii) the Proposed Refreshment by way of poll. At the EGM, Mr. Chan, Mr. Ng and their respective associates shall abstain from voting in favour of the relevant resolution to approve the grant of Options to themselves.

As at the Latest Practicable Date, Mr. Chan, Mr. Ng and their respective associates do not hold any Shares. Assuming Mr. Chan, Mr. Ng and their respective associates do not hold any Shares as at the date of EGM, no Shareholder will be required to abstain from voting in favour of the relevant resolutions to approve the grant of Options to themselves at the EGM.

No Shareholder is required to abstain from voting in favour of the relevant resolution to approve the Proposed Refreshment.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude your from attending and voting at the EGM or the adjourned meeting if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Board (including the independent non-executive Directors but excluding Mr. Chan and Mr. Ng who are interested in the subject grant of Options) considers that the terms of the grant of 40,000,000 Options and 30,000,000 Options to Mr. Chan and Mr. Ng respectively are fair and reasonable. Accordingly, the Board (including the independent non-executive Directors but excluding Mr. Chan and Mr. Ng) recommends the Shareholders to vote in favour of the ordinary resolutions to approve the grant of Options to Mr. Chan and Mr. Ng respectively as set out in the notice of the EGM.

The Board (including the independent non-executive Directors) also considers that it is in the interest of the Company and the Shareholders as a whole to permit the granting of further Options under the Share Option Scheme so as to provide incentives to, and recognize the contributions of, the Eligible Participants under the terms of the Share Option Scheme. Accordingly, the Board (including the independent non-executive Directors) recommends the Shareholders to vote in favour of the ordinary resolution to approve the Proposed Refreshment as set out in the notice of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rule for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
For and on behalf of
the board of Directors of
AMVIG Holdings Limited
Chan Chew Keak, Billy
Non-executive Chairman

NOTICE OF EGM



AMVIG HOLDINGS LIMITED

澳 科 控 股 有 限 公 司 *
(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2300)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of AMVIG Holdings Limited (the “**Company**”) will be held at Suites 601 and 602, 6th Floor, Top Glory Tower, No. 262, Gloucester Road, Causeway Bay, Hong Kong on Monday, 12 September 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company by way of poll:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the grant of 40,000,000 share options (the “**Options**”) pursuant to the share option scheme (the “**Share Option Scheme**”) of the Company adopted on 10 March 2004 to Mr. Chan Sai Wai (“**Mr. Chan**”) entitling him to subscribe for up to 40,000,000 ordinary shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company at the subscription price of HK\$4.72 per Share subject to such conditions on the exercise of the 40,000,000 Options as stipulated in the offer letter issued to Mr. Chan be approved, confirmed and ratified; and
- (b) any one of the directors (the “**Directors**”) of the Company or a duly authorised committee thereof be and is hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in connection with the grant of the 40,000,000 Options to Mr. Chan.”

2. “**THAT**

- (a) the grant of 30,000,000 Options pursuant to the Share Option Scheme to Mr. Ng Sai Kit (“**Mr. Ng**”) entitling him to subscribe for up to 30,000,000 Shares at the subscription price of HK\$4.72 per Share subject to such conditions on the exercise of the 30,000,000 Options as stipulated in the offer letter issued to Mr. Ng be approved, confirmed and ratified; and

* For identification purpose only

NOTICE OF EGM

- (b) any one of the Directors or a duly authorised committee thereof be and is hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in connection with the grant of the 30,000,000 Options to Mr. Ng.”

3. “**THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options which may be granted under the Refreshed Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of Options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that the aggregate nominal amount of share capital of the Company which may be allotted and issued pursuant to the exercise of Options granted under the Share Option Scheme and any other share option scheme(s) of the Company (excluding Options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme or any other share option scheme(s) of the Company) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (the “**Refreshed Mandate Limit**”); and
- (b) the Directors be and are hereby authorized to grant Options under the Share Option Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such Options and to do such acts and execute such documents for or incidental to such purpose.”

By order of the Board
AMVIG Holdings Limited
Chan Chew Keak, Billy
Non-executive Chairman

Hong Kong, 25 August 2011

Registered office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
Cayman Islands
British West Indies

*Head office and principal place
of business in Hong Kong:*

Suites 601 and 602
6th Floor, Top Glory Tower
No. 262, Gloucester Road
Causeway Bay
Hong Kong

NOTICE OF EGM

Notes:

- 1 A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 2 A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding