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## **YUE YUEN INDUSTRIAL (HOLDINGS) LIMITED**

**裕元工業(集團)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 551)**

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Yue Yuen Industrial (Holdings) Limited (the “Company”) will be held at Lotus Room, 6/F., Marco Polo Hongkong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on 7th March, 2012, Wednesday at 2:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 30th September, 2011.
2. To declare a final dividend of HK\$0.56 per share for the year ended 30th September, 2011.
3. To re-elect directors and to authorise the board of directors to fix their remuneration.
4. To appoint auditors and to authorise the board of directors to fix their remuneration.

#### **ORDINARY RESOLUTIONS**

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

A. **“That:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* *For identification only*

- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as defined below) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the close of business on the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution 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 directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the 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 outside Hong Kong).”

**B. “That:**

- (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

(ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws of the Company or any applicable laws to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**That** conditional upon the ordinary resolution designated “5B” in the notice of general meeting being passed (with or without amendments), the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in that resolution shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the ordinary resolution designated “5A” in the notice of general meeting of the Company.”

6. “**That** subject to approval by the shareholders of Pou Sheng International (Holdings) Limited, the proposed amendments to the share option scheme of Pou Sheng International (Holdings) Limited adopted on 14th May, 2008 (“Pou Sheng Share Option Scheme”) as described in the circular of the Company dated 19th January, 2012 accompanying the notice setting out this resolution and more particularly set out in the amended Pou Sheng Share Option Scheme (a copy of which has been produced to the Annual General Meeting marked “A”), be and are hereby approved, and that the Directors be authorised to do all such acts and things as may be necessary to carry out such amendments and (if any) modifications.”

## SPECIAL RESOLUTIONS

As special business, to consider and if thought fit, passing the following resolutions as special resolutions of the Company:

7. **“That** the bye-laws of the Company (“Bye-laws”) be and are hereby amended in the following manner:

**(a) Bye-law 1**

By adding the following new definition in the existing Bye-law 1 in alphabetical order:

““substantial shareholder”

a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”

**(b) Bye-law 2**

- (i) By deleting the existing definition of special resolution in Bye-law 2(h) in its entirety and substituting therefor the following:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59.”

- (ii) By deleting the existing definition of ordinary resolution in Bye-law 2(i) in its entirety and substituting therefor the following:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59.”

**(c) Bye-law 10**

- (i) By adding the word “and” after the semi-colon in the last line of the existing Bye-law 10(a).
- (ii) By deleting the words “on a poll” after the words “every holder of shares of the class shall be entitled” in the 1st line of the existing Bye-law 10(b) and deleting “; and” at the end of the existing Bye-law 10(b) and replacing it with a full stop.

(iii) By deleting the existing Bye-law 10(c) in its entirety.

**(d) Bye-law 59**

(i) By deleting the existing Bye-law 59(1) in its entirety and substituting therefor following as new Bye-law 59(1):

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

(ii) By adding the words “and particulars of resolutions to be considered at the meeting” after the words “The Notice shall specify the time and place of the meeting” in the 1st line of the existing Bye-law 59(2).

**(e) Bye-law 66**

By deleting the existing Bye-law 66 in its entirety and substituting therefor following as new Bye-law 66:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by

proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

**(f) Bye-law 67**

By deleting the existing Bye-law 67 in its entirety and substituting therefor following as new Bye-law 67:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

**(g) Bye-laws 68, 69, and 70**

By deleting the existing Bye-laws 68, 69, and 70 in their entirety and replace each of them with the words “Intentionally Deleted”.

**(h) Bye-law 73**

By deleting the words “whether on a show of hands or on a poll,” after the words “In the case of any equality of votes” in the 1st line of the existing Bye-law 73.

**(i) Bye-law 75**

By deleting the words “whether on a show of hands or on a poll,” after the words “persons incapable of managing their own affairs may vote,” in the 4th line of the existing Bye-law 75(1) and by deleting the words “or poll” after the words “not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting” in the 11th line of the existing Bye-law 75(1).

**(j) Bye-law 81**

By deleting the words “to demand or join in demanding a poll and” after the words “be deemed to confer authority” in the 4th and 5th lines of the existing Bye-law 81.

**(k) Bye-law 82**

By deleting the words “or the taking of the poll,” after the words “or adjourned meeting,” in the 7th line of the existing Bye-law 82.

**(l) Bye-law 84**

By deleting the words “including the right to vote individually on a show of hands” after the words “the number and class of shares specified in the relevant authorisation” in the last line of the existing Bye-law 84(2) and replace with the following words “including, where a show of hands is allowed, the right to vote individually on show of hands”.

**(m) Bye-law 103**

- (i) By adding “; or” at the end of the existing Bye-law 103(1)(iv).
- (ii) By deleting the existing Bye-laws 103(1)(v), 103(2) and 103(3) in their entirety and replace each of them with the words “Intentionally Deleted”.

**(n) Bye-law 122**

By adding the following sentence at the end of the existing Bye-law 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

8. **“That** subject to passing of special resolution no. 7 as set out in the notice convening this meeting, a new set of bye-laws which consolidates all of the proposed amendments referred to in resolution no. 7 and all previous amendments made pursuant to resolutions passed by shareholders of the Company at general meetings, a copy of which has been tabled at the meeting marked “B” and signed by the chairman of this meeting for identification purpose, be and is hereby adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.”

By Order of the Board  
**Ng Lok Ming**  
*Company Secretary*

Hong Kong, 19th January, 2012

*Principal Place of Business:*  
Suites 3307-09, 33/F., Tower 6  
The Gateway, 9 Canton Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s principal place of business in Hong Kong together with a 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 appointed for holding the meeting or adjourned meeting.
- (2) The register of members of the Company will be closed from 5th March, 2012 to 7th March, 2012, both dates inclusive, during which period no transfer of shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrars, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, no later than 4:30pm on 2nd March, 2012 in order to establish the identity of the shareholders who are entitled to attend and vote at the annual general meeting (“Entitlement to AGM”). The record date for the Entitlement to AGM will be on 7th March, 2012.

- (3) The register of members of the Company will be closed from 13th March, 2012 to 14th March, 2012, both dates inclusive, during which period no transfer of shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrars, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, no later than 4:30pm on 12th March, 2012 in order to establish the identity of the shareholders who are entitled to qualify for the final dividend ("Entitlement to Final Dividend"). The record date for the Entitlement to Final Dividend will be on 14th March, 2012.

*As at the date of this announcement, Mr. Tsai Chi Neng (Chairman), Mr. David N. F. Tsai (Managing Director), Mr. Kuo Tai Yu, Mr. Kung Sung Yen, Mr. Chan Lu Min, Mr. Li I Nan, Steve, Ms. Tsai Pei Chun, Patty, Ms. Kuo Li-Lien and Mr. Lee Shao Wu are the Executive Directors, and Dr. Liu Len Yu, Mr. Leung Yee Sik, Mr. Huang Ming-Fu and Mr. Chu Li-Sheng are the Independent Non-executive Directors.*