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RADFORD CAPITAL INVESTMENT LIMITED

萊福資本投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 901)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Radford Capital Investment Limited 萊福資本投資有限公司 (the “Company”) will be held at 30/F, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on Monday, 13 February 2012 (the “Meeting”) for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** subject to the fulfillment of the conditions set out in the underwriting agreement dated 7 November 2011 (the “Underwriting Agreement”) in respect of the proposed rights issue by the Company and entered into between the Company and Freeman Securities Limited (the “Underwriter”) (a copy of the Underwriting Agreement has been produced to the Meeting marked “A” and signed by the chairman of the Meeting (the “Chairman”) for the purpose of identification):
 - (a) the allotment and issue by way of a rights issue (the “Rights Issue”) of 858,656,304 Shares (the “Rights Shares”) to the shareholders whose names appear on the register of members of the Company (the “Shareholders”) as of close of business on 23 February 2012 (or such other date as the Underwriter may agree in writing with the Company) (the “Record Date”) other than those shareholders with registered addresses outside Hong Kong (the “Overseas Shareholders”) and the directors of the Company (the “Directors”), after making relevant enquiry, considers their exclusion from the Rights Issue to be necessary or expedient on account of either the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place,

on the basis of four Rights Shares for every existing share of the Company then held at the subscription price of HK\$0.15 per Rights Share with Bonus Warrants (as defined in the ordinary resolution numbered 2 (“Resolution 2”) set out in the notice of extraordinary general meeting of which this resolution forms part) to be issued on the basis of one Bonus Warrant (as defined in Resolution 2) for every four Rights Shares subscribed and on the terms and conditions as set out in the Underwriting Agreement and the circular dated 20 January 2012 dispatched to the Shareholders containing the notice convening the Meeting (the “Circular”), a copy of the Circular has been produced to the Meeting marked “B” and signed by the Chairman for the purpose of identification, be and is hereby approved;

- (b) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholdings of the Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Overseas Shareholders as they deem necessary or expedient 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, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution;
- (c) the Directors be and are hereby authorised to do all acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate and in the interests of the Company; and

2. **“THAT** subject to the passing of the ordinary resolution numbered 1 set out in the notice of extraordinary general meeting (the “Notice of Meeting”) of which this resolution forms part, and upon the Capital Reorganisation (as defined in the special resolution numbered 3 (the “Special Resolution”) set out in the Notice of Meeting) becoming effective and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) the listing of, and permission to deal in, the Bonus Warrants and any new Adjusted Shares (as defined in the Special Resolution) which may be issued upon the exercise of the subscription rights attaching to the Bonus Warrants, the Directors be and are hereby authorised:

- (a) to create and issue warrants (the “Bonus Warrants”), which shall be in registered form and exercisable in whole or in part at any time within a period of 24 months from the date of issue of the Bonus Warrants, to subscribe for new Adjusted Shares

at the exercise price of HK\$0.05 per Adjusted Share (subject to adjustments) and otherwise on the terms and subject to the conditions set out in the warrant instrument (the “Warrant Instrument”), a copy of which has been produced to the Meeting marked “C” and signed by the Chairman for the purpose of identification, by way of a bonus to the successful applicants of the Rights Shares under the Rights Issue and so that the Bonus Warrants shall confer on the holders thereof the right to subscribe for new Adjusted Shares at the exercise price of HK\$0.05 per Adjusted Share for each Bonus Warrant;

- (b) to affix the common seal of the Company to and to sign the Warrant Instrument in accordance with the articles of association of the Company (the “Articles”); and
- (c) to allot and issue the Bonus Warrants and the new Adjusted Shares which may fall to be issued upon the exercise of the subscription rights attaching to the Bonus Warrants or any of them.”

SPECIAL RESOLUTION

3. **“THAT** conditional upon (a) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “Court”); (b) registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction; and (c) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Adjusted Shares in issue, upon the date on which the Capital Reduction becomes effective (the “Effective Date”):
- (a) the nominal value of each issued share of the Company (the “Shares”) be reduced from HK\$0.10 each to HK\$0.01 each (the “Adjusted Share(s)”) by cancelling HK\$0.09 paid up capital on each issued Share by way of a reduction of capital (the “Capital Reduction”) and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of the issued capital hereby cancelled be made available for the issue of new shares of the Company so that the authorised capital of the Company of HK\$1,000,000,000 shall remain unchanged on the Effective Date;
 - (b) the credit arising from the Capital Reduction be applied to set off the accumulated losses of the Company and the balance (if any) will be transferred to a distributable reserve account of the Company where it may be utilised by the Directors as distributable reserve in accordance with the articles of association of the Company and all applicable laws (the “Adjustment Proposal”);

- (c) immediately following the Capital Reduction above, every Share of HK\$0.10 each in the authorised but unissued share capital of the Company be subdivided into ten Adjusted Shares of HK\$0.01 each (the “Share Subdivision”);
- (d) all of the Adjusted Shares resulting from the Capital Reduction and the Share Subdivision shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company; and
- (e) the Directors be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reorganisation.

For the purpose of this resolution, “Capital Reorganisation” shall mean the steps as set out in the above paragraphs (a), (b) and (c) collectively.”

By order of the Board
Radford Capital Investment Limited
萊福資本投資有限公司
Chung Yuk Lun
Chairman

Hong Kong, 20 January 2012

Notes:

- (1) A form of proxy to be used for the Meeting is enclosed.
- (2) Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (4) The instrument appointing a proxy and 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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting at which the person named in such instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto but if more than one of such joint registered holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.

At the date of this notice, the Board comprises:

Executive Directors:

Mr. Chung Yuk Lun (*Chairman*)
Mr. Shimazaki Koji (*Chief Executive Officer*)
Mr. Sam Nickolas David Hing Cheong
Mr. Cheung Wing Ping

Independent Non-executive Directors:

Mr. Lum Pak Sum
Ms. Lam Yan Fong, Flora
Ms. Ng Yin Ling, Elaine