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## **RAINBOW BROTHERS HOLDINGS LIMITED**

### **十友控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of the shareholders of Rainbow Brothers Holdings Limited (the “**Company**”) will be held at Suite No. 1 on 7/F, Sino Plaza, 255–257 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 6 March 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following special resolutions:

### **SPECIAL RESOLUTIONS**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the Company’s name be and is hereby changed from “Rainbow Brothers Holdings Limited” to “Harmonic Strait Financial Holdings Limited 和協海峽金融集團有限公司” and the adoption of its existing Chinese name “十友控股有限公司” for identification purpose be and is hereby discontinued and **THAT** such new name of the Company be registered with the Registrar of Companies in the Cayman Islands and the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and **THAT** any one of the directors and company secretary of the Company be and is hereby authorised to do all such acts, deeds, and things as he may, in his absolute discretion, deem fit, to effect and implement the change of the name of the Company.”
2. “**THAT** the memorandum and articles of association of the Company currently in effect (the “**Existing M&A**”) be amended in the following manner:
  - (a) by deleting all references to “Companies Law (2007 Revision)” and substituting therewith the words “Companies Law (2011 Revision)”;
  - (b) (subject to the passing of the special resolution no.1 set out above in this notice and the entering of the new name of the Company on the register by the Registrar of the Companies in the Cayman Islands) by deleting Clause 1 of the Memorandum in its entirety and substituting therewith the following new Clause 1:
    - 1 The name of the Company is Harmonic Strait Financial Holdings Limited 和協海峽金融集團有限公司.

(c) by deleting Clause 2 of the Memorandum in its entirety and substituting therewith the following new Clause 2:

2 The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.

(d) by deleting the words “Section 193” in Clause 7 of the Memorandum and substituting therewith the words “Section 174”;

(e) by deleting the definitions of “the Company” and “electronic” in Article 2 and inserting the following definitions as follows:

(i) “business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day;

(ii) (subject to the passing of the special resolution no. 1 set out above in this notice and the entering of the new name of the Company on the register by the Registrar of the Companies in the Cayman Islands) “the Company” or “this Company” shall mean Harmonic Strait Financial Holdings Limited 和協海峽金融集團有限公司;

(iii) “electronic” shall have the meaning given to it in the Electronic Transactions Law;

(iv) “electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;

(v) “Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

(f) by inserting the following after the definitions of “writing” or “printing” in Article 2:

section 8 and 19 of the Electronic Transactions Law shall not apply;

(g) by deleting the words “, and that any holder of shares of the class present in person (or in the case of a corporation, by its duly authorised representative) or by proxy may demand a poll” at the end of Article 6;

(h) by inserting a new Article 8A as follows:

8A The Board may accept the surrender for no consideration of any fully paid share.

- (i) by deleting Article 80 in its entirety and substituting therewith the following new Article 80:

80 An annual general meeting shall be called by not less than 21 days' and not less than 20 business days' notice in writing, any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' and not less than 10 business days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' and not less than 10 business days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 85) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

- (j) by deleting the words “, on a poll,” in Article 82;

- (k) by deleting Article 90 in its entirety and substituting therewith the following new Article 90:

90 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

- (l) by deleting Article 91 in its entirety and substituting therewith the following new Article 91:

91 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (m) by deleting Article 92 in its entirety and substituting therewith the following new Article 92:

92 A poll shall (subject as provided in Article 94) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned

meeting at which the poll was taken as the Chairman directs. No notice need be given for a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

(n) by deleting Article 93 in its entirety and substituting therewith the words “[intentionally omitted]”;

(o) by deleting the words “duly demanded” in Article 94;

(p) by deleting Article 95 in its entirety and substituting therewith the following new Article 95:

95 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands or the poll is taken, shall be entitled to a second or casting vote.

(q) by deleting Article 97 in its entirety and substituting therewith the following new Article 97:

97 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

(r) by deleting the words “, whether on a show of hands or on a poll,” and the words “on a poll” in Article 101;

(s) by deleting the words “On a poll votes” at the beginning of the second sentence in Article 104 and substituting therewith the word “Votes”;

(t) by deleting the words “to demand or join in demanding a poll and” in Article 108;

(u) by deleting Article 111 in its entirety and substituting therewith the following new Article 111:

111 If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the

need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provisions contained in these Articles.

- (v) by deleting Article 134.3 in its entirety and substituting therewith the words “[intentionally omitted]”;
- (w) by deleting the words “provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong” at the end of Article 148;
- (x) by deleting Article 158 in its entirety and substituting therewith the following new Article 158:

158 Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 121) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a member of the Company with a substantial shareholding in the Company, or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”

- 3. **“THAT** subject to the passing of the special resolution no.2 set out above in this notice, the Existing M&A be amended and restated by their deletion in their entirety and the substitution therewith the Amended and Restated Memorandum and Articles of Association produced at the Meeting and marked “A” by the Chairman of the Meeting for the purpose of identification.”

By order of the Board  
**Rainbow Brothers Holdings Limited**  
**An Yu Xin**  
*Executive Director*

Hong Kong, 13 February 2012

*Registered office:*  
Ugland house  
South Church Street  
George Town  
Grand Cayman KY1-1104  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Suite No. 1 on 7/F  
Sino Plaza  
255–257 Gloucester Road  
Causeway Bay  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or materially certified copy of such powers of attorney or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Trior investor Services limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
3. Whether or not you propose to attend the Meeting in person, you are strongly advised to complete and sign the form of proxy in accordance with the instructions printed on it and then deposit with the Company's branch share registrar and transfer office in Hong Kong as indicated above. Returning the completed form of proxy will not preclude you from attending the Meeting and voting in person if you so wish.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
5. A shareholder holding more than one share entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.

*As at the date of this notice, the Board comprises two executive directors, namely Mr. An Yu Xin and Ms. Sun Pei Ying; one non-executive director, Mr. Ko Ming Tung, Edward; and three independent non-executive directors, namely Mr. Chan Cheuk Ming, Mr. Cheung Wah Keung and Mr. Anthony Espina.*

\* *For identification purpose only*