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東方銀座控股  
Oriental Ginza Holdings

## **Oriental Ginza Holdings Limited** **東方銀座控股有限公司**

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 00996)

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

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Oriental Ginza Holdings Limited (the “Company”) will be held at Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 10 May 2012 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2011.
2. A. To re-elect the following retiring Directors of the Company for the ensuing year:
  - (i) Mr. Zhou Cheng Rong
  - (ii) Mr. Xu Yi
  - (iii) Mr. Wu Hong Guang
  - (iv) Mr. Dai Peng
  - (v) Mr. Lo Kai Bong
  - (vi) Mr. Gong Xiao Cheng
  - (vii) Mr. Hon Ming Sang
  - (viii) Mr. Chan Wai Yip Freeman
  - (ix) Mr. Ng Ka Chung Simon
  - (x) Ms. Leung Po Ying Iris
- B. To determine 20 as the maximum number of Directors, to authorise the Directors to appoint additional Directors up to the maximum number and to fix the Directors’ remuneration.
3. To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company, and authorize the Board of Directors to fix their remuneration.
4. To consider and, if thought fit, to pass the following resolutions, with or without amendments, as ordinary resolutions:
  - A. **THAT**
    - (a) subject to paragraph A(c), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) 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;

- (b) the approval in paragraph A(a) shall authorise the Directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(a), otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to participants of the Company and its subsidiaries of shares or right to acquire shares in the Company shall not exceed 20% 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 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:

1. the conclusion of the next annual general meeting of the Company;
2. the expiration 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; and
3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“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 of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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) subject to paragraph B(b), a general mandate for the Directors to exercise during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of HK\$0.20 each in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange or on any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph B(a) during the Relevant Period 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 and the said approval be limited accordingly;

(c) for the purposes of this resolution:

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

1. the conclusion of the next annual general meeting of the Company;
2. the expiration 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; and
3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

C. **THAT** conditional upon resolutions nos. 4A and 4B above being passed, 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 as mentioned in resolution no.4B above be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution no. 4A above.

By order of the Board  
**Zhou Cheng Rong**  
*Chairman*

Hong Kong, 5 April 2012

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint up to two proxies to attend and, in the event of a poll, vote instead of him/her. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company’s Branch Share Registrar in Hong Kong, Tricolor Standard Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong 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, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The retiring Directors are as follows:  
  
Mr. Zhou Cheng Rong, Mr. Xu Yi, Mr. Wu Hong Guang, Mr. Dai Peng, Mr. Lo Kai Bong, Mr Gong Xiao Cheng and Mr. Hon Ming Sang, the executive Directors, shall retire in accordance with Bye-laws.  
  
Mr. Chan Wai Yip Freeman, Mr. Ng Ka Chung Simon, Ms. Leung Po Ying Iris, the independent non-executive Directors, shall retire at the AGM in each year in accordance with their terms of office of directorship.  
  
The biographical details of the retiring directors, being the directors proposed to be re-elected at the forthcoming annual general meeting, are provided in the circular of the Company, “General Mandate to Repurchase and Issue Shares and Re-election of the Retiring Directors” dated 5 April 2012.
4. A form of proxy for use at the meeting is enclosed.
5. Pursuant to the Company’s Bye-laws, the chairman of the forthcoming annual general meeting will demand a poll on each of the resolutions submitted at the Annual General Meeting. The results of the poll will be published on the Company’s and the Stock Exchange’s websites on the business day following the Annual General Meeting.

*The Board, as at the date of this announcement, comprises Mr. Zhou Cheng Rong, Mr. Xu Yi, Mr. Wu Hong Guang, Mr. Dai Peng, Mr. Lo Kai Bong, Mr. Gong Xiao Cheng and Mr. Hon Ming Sang as executive directors and Mr. Chan Wai Yip Freeman, Mr. Ng Ka Chung Simon and Ms. Leung Po Ying Iris as independent non-executive directors.*