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COSTIN NEW MATERIALS GROUP LIMITED

海東青新材料集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2228)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of COSTIN New Materials Group Limited (the “Company”) will be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong on Friday, 11 May 2012 at 10:00 a.m. for the following purposes:–

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011.
2. To declare a final dividend for the year ended 31 December 2011 to the shareholders of the Company.
3. (a) To re-elect the following retiring directors (the “Directors”) of the Company:
 - (i) Mr. Chim Wai Shing Jackson as an executive Director;
 - (ii) Mr. Zhu Min Ru as an independent non-executive Director; and
 - (iii) Mr. Feng Xue Ben as an independent non-executive Director.(b) To authorize the board of directors (the “Board”) of the Company to fix the Directors’ remuneration.
4. To re-appoint RSM Nelson Wheeler as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

* For identification purpose only

As special business, to consider and if thought fit, pass each of the following resolutions as an ordinary resolution:

5. “**THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers to allot, issue and deal with the new additional ordinary shares (“Shares”) in the capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period 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 the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of Shares or rights to acquire Shares or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the cash payment for a dividend on Shares in accordance with the articles of association of 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;
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (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; and

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors 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 the Hong Kong Special Administrative Region of the People’s Republic of China).”

6. **“THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), 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 of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution 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 passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (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.”

7. **“THAT** conditional upon Resolutions 5 and 6 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 6 shall 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 pursuant to Resolution 5 above.”

SPECIAL RESOLUTIONS

As special business, to consider and if thought fit, pass the following resolution as a special resolution:

8. **“THAT** the memorandum and articles of association of the Company be and are hereby amended in the following manner:

Memorandum

- (a) the phrase “Companies Law (2009 Revision)” be deleted and substituted therefor “Companies Law (2011 Revision)” in the heading on page 1 of the memorandum of association of the Company;

(b) Clause 4.9 be deleted in its entirety and substituted therefor the following:

“4.9 To carry on the business of consultants in connection with all manner of services and advisers on all matters relating to companies, firms, partnerships, charities, political and non political persons and organisations, governments, principalities, sovereign and republican states and countries and to carry on all or any of the businesses of financial, industrial, development, architectural, engineering, manufacturing, contracting, management, advertising, professional business and personal consultants and to advise upon the means and methods for extending, developing, marketing and improving all types of projects, developments, businesses or industries and all systems or processes relating to such businesses and the financing, planning, distribution, marketing and sale thereof.”;

(c) Clause 4.10 be deleted in its entirety;

(d) Clause 4.16 be deleted in its entirety and substituted therefor the following:

“4.16 To distribute any of the property of the Company among the members of the Company in specie.”;

(e) Clauses 4.11 to 4.22 be renumbered to Clauses 4.10 to 4.21, respectively;

(f) Clause 6 be deleted in its entirety and substituted therefor the following:

“6. The liability of the members of the Company is limited.”;

Articles

(a) the phrase “Companies Law (2009 Revision)” be deleted and substituted therefor “Companies Law (2011 Revision)” in the heading on page 1 of the articles of association of the Company;

(b) Article 1.(a) be deleted in its entirety and substituted therefor the following:

“1. (a) Table “A” of the Companies Law (2011 Revision) shall not apply to the Company.”

(c) the following new definition of “agreed chairman” be added immediately following the existing definition of “address” in Article 1:

““agreed chairman” has the meaning ascribed to it in Article 131(b) of these Articles;”

- (d) the following new definition of “Chairman” be added immediately following the existing definition of “Call” in Article 1:

““Chairman” means the Chairman of the Company as elected by the Board from time to time, and where the Company has more than one Chairman, each a “Co-Chairman”;

- (e) the existing definition of “Chairman” be deleted in its entirety and substituted therefor the following new definition of “chairman” in Article 1:

““chairman” means the chairman presiding at any general meeting of Shareholders or Board meeting, and shall be decided or chosen in accordance with Article 131;”

- (f) the existing definition of “Companies Law” be deleted in its entirety and substituted therefor the following new definition of “Companies Law” in Article 1:

““Companies Law” means the Companies Law (2011 Revision) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;”

- (g) the existing definition of “Company’s Website” be deleted in its entirety;

- (h) the existing definition of “Corporate Communication” be deleted in its entirety;

- (i) the existing definition of “Electronic Signature” be deleted in its entirety;

- (j) the following new definition of “substantial shareholder” be added immediately following the existing definition of “Subsidiary” in Article 1:

““substantial shareholder” has the meaning ascribed to it by the Listing Rules;”

- (k) Article 3 be amended by adding the following new sentence immediately after the last sentence:

“No Shares shall be issued to bearer.”

- (l) Article 5.(a) be amended by adding the words “and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll” immediately after the words “by its duly authorised representative) or by proxy (whatever the number of Shares held by them)” in the last line of this Article;

- (m) Article 15.(a) be amended as follows:
- (i) by adding the words “and terms” immediately after the words “provided that the manner” in the 5th line of this Article;
 - (ii) by deleting the word “has” and substituting therefor the word “have” in the 5th line of this Article;
 - (iii) by adding the words “and terms” immediately after the words “may make payment therefor in any manner” in the 10th line of this Article; and
 - (iv) by adding the words “and terms” immediately after the words “in any other manner” in the 8th last line of this Article;
- (n) Article 17.(d) be deleted in its entirety and substituted therefor the following:
- “The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.”
- (o) Article 18.(a) be amended as follows:
- (i) by deleting the words “without payment” immediately after “entitled” in the 2nd line of this Article; and
 - (ii) by adding the words “after the first” immediately after the words “for every certificate” in the 8th last line of this Article;
- (p) Article 29 be amended by deleting the words “or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided” in the last sentence;
- (q) the marginal note of Article 29 be deleted in its entirety and substituted therefor the following:
- “Notice of call may be given”;
- (r) Article 70 be deleted in its entirety and substituted therefor the following:
- “The chairman of every general meeting shall be decided or chosen in accordance with Article 131.”
- (s) Article 71 be amended by deleting the word “Chairman” and substituting therefor the word “chairman” in the 1st line of this Article;

(t) Article 72 be deleted in its entirety and substituted therefor the following:

“72. (A) At any general meeting a resolution put to the vote of the meeting shall be decided on a poll except for resolution relating purely to a procedural or administrative matter (which has the meaning ascribed to it in the Listing Rules), in which case, the chairman of the meeting may, in good faith, decide to allow such resolution to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the results of the show of hands, a poll may be demanded by:

(a) the chairman of the meeting; or

(b) at least two (2) Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or

(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

(d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares 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 the Shares conferring that right.

(B) Where a resolution is voted on by a show of hands, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

(u) the marginal note of Article 72 be deleted in its entirety;

(v) the following marginal note be inserted for Article 72.(A):

“Vote by poll and show of hands”;

(w) the following marginal note be inserted for Article 72.(B):

“What is to be evidence of the passing of a resolution where poll not demanded”;

(x) Article 73 be deleted in its entirety and substituted therefor the following:

“73. (A) If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 73(B)) 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 thirty (30) days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the chairman of the meeting directs. No notice need be given of 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 required or demanded. The demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.”

(y) the existing Article 74 be amended as follows:

(i) be renumbered to Article 73.(B);

(ii) by deleting the marginal note in its entirety; and

(iii) by deleting the words “Chairman of a meeting” and substituting therefor the words “chairman of the meeting” in the 1st line of this Article;

(z) the following marginal note be inserted for Article 73.(B):

“In what case poll taken without adjournment”;

(aa) The existing Article 75 be renumbered to Article 74 and be deleted in its entirety and substituted therefor the following:

“In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.”

(bb) The following new article be added as Article 75 with the marginal note “Business may proceed notwithstanding demand for poll”:

“The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.”

(cc) Article 76 be amended by deleting the word “Chairman” and substituting therefor the words “chairman of the meeting” in the 2nd line of this Article;

(dd) Article 77 be deleted in its entirety and substituted therefor the following:

“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, on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy, shall have one (1) vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands.”

(ee) Article 81 be amended as follows:

(i) by adding the words “whether on a show of hands or on a poll,” immediately after “having jurisdiction in lunacy may vote,” in the 2nd line of this Article; and

(ii) by adding the words “on a poll” immediately after the words “may vote” in the 5th line of this Article;

(ff) Article 83 be amended by deleting the word “Chairman” and substituting therefor the words “chairman of the meeting” in the 5th line of this Article;

(gg) Article 84 be deleted in its entirety and substituted therefor the following:

“Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.”

(hh) Article 85 be amended by adding the words “or demand for a poll” immediately after the words “reject his vote” in the 5th line of this Article;

- (ii) Article 87 be amended as follows:
 - (i) by adding the words “or poll” immediately after “holding the meeting or adjourned meeting” in the 6th line of this Article;
 - (ii) by adding the words “or on a poll demanded at a meeting or an adjourned meeting in a case” immediately after the words “except at an adjourned meeting” in the 10th line of this Article; and
 - (iii) by adding the words “or upon the poll concerned” immediately after “at the meeting” in the 3rd last line of this Article;

- (jj) Article 88 be deleted in its entirety and substituted therefor the following:

“Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that it shall not preclude the use of the two-way form. Any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business.”

- (kk) Article 89 be amended by adding the words “demand or join in demanding a poll and to” immediately after the words “upon the proxy to” in the 2nd line of this Article;

- (ll) Article 91.(b) be deleted in its entirety and substituted therefor the following:

“Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 92) authorize such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of Shareholders provided that, if more than one person is so authorised, the authorization shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.”

- (mm) Article 92.(a) be amended as follows:
- (i) by deleting the word “Chairman” and substituting therefor the word “chairman” in the 6th line of this Article;
 - (ii) by deleting the word “Chairman” and substituting therefor the word “chairman” in the last line of this Article;
- (nn) Article 92.(b) be amended by adding the words “or poll” immediately after the words “holding the meeting or adjourned meeting” in 2nd last line of this Article;
- (oo) Article 93 be amended by adding the words “or demand for a poll” immediately after the words “and/or reject his vote” in the 6th line of this Article;
- (pp) The existing Article 106.(c)(iii) be deleted in its entirety and the existing Articles 106.(c)(iv) and 106.(c)(v) be renumbered to Articles 106.(c)(iii) and 106.(c)(iv), respectively;
- (qq) Article 106.(c) be amended by deleting the words “A company shall be deemed to be a company in which a Director and/or his Associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his Associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his Associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his Associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his Associate(s) is/are interested only as a unit holder. Where a company in which a Director and/or his Associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his Associate(s) shall also be deemed materially interested in such transaction.”;
- (rr) Article 106.(e) be amended by deleting the word “Chairman” and substituting therefor the words “chairman of the meeting” in this Article;
- (ss) Article 124 be amended by adding the words “(and where the Company has more than one Chairman, each Co-Chairman)” immediately after the words “confer upon a Chairman” in the 1st line of this Article;

- (tt) Article 131 be deleted in its entirety and substituted therefor the following:
- (a) The Board may from time to time elect or otherwise appoint:
 - (i) not more than two of them to the office of Chairman of the Company (and where the Company has more than one Chairman, each a Co-Chairman); and
 - (ii) any one of them to the office of Vice Chairman, anddetermine the period for which each of them is to hold office.
 - (b) Where the Company has two (2) Co-Chairman appointed, prior to the holding of each Board meeting and general meeting, the chairman of such meeting (the “agreed chairman”) shall be decided by agreement between the two (2) Co-Chairman, and if at any meeting, the two (2) Co-Chairman fail to agree prior to such meeting, the Vice Chairman shall preside as chairman at such meeting.
 - (c) The Chairman (and where the Company has more than one Chairman, the agreed chairman) or, in his absence, the other Co-Chairman (if any) or, in his absence, the Vice Chairman shall preside as chairman at meetings of the Board, but if no Chairman or Vice Chairman be elected or appointed, or if at any Board meeting neither the Chairman (or where the Company has more than one Chairman, neither the agreed chairman nor the other Co-Chairman) nor the Vice Chairman is present within 5 minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be the chairman of such meeting.
 - (d) The Chairman (and where the Company has more than one Chairman, the agreed chairman) or, in his absence, the other Co-Chairman (if any) or, in his absence, the Vice Chairman shall preside as chairman at general meetings, but if no Chairman or Vice Chairman be elected or appointed, or if at any general meeting neither the Chairman (or where the Company has more than one Chairman, neither the agreed chairman nor the other Co-Chairman) nor the Vice Chairman is present within 15 minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be the chairman of such meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman of the meeting chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be the chairman of such meeting.
 - (e) All the provisions of Articles 102, 107, 122, 123 and 124 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.’
- (uu) Article 134 be amended by deleting the word “Chairman” and substituting therefor the word “chairman” in this Article 134;

- (vv) Article 141.(a) be amended by adding the following new sentence immediately after the last sentence:-

“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 or a Director of the Company has a conflict of interest which the Board has determined to be material.”;

- (ww) Article 142.(b) be amended by deleting the word “Chairman” and substituting therefor the word “chairman” in the 2nd and the 3rd line of the existing Article 142(b);

- (xx) Article 152.(a) be deleted in its entirety and substituted therefor the following:

“The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company’s reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies Law), and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.”

- (yy) Article 154.(c) be amended by deleting the word “and” immediately before the words “as it thinks fit” in the 3rd line of this Article;

- (zz) Article 156 be amended by deleting the words “by advertisement in the Relevant Territory and in such other territory or territories and” in this Article;

- (aaa) Article 168 be amended as follows:

(i) by adding the words “determining the Shareholders entitled to receive notice and vote at any general meeting of the Company,” immediately after the words “shall mutatis mutandis apply to” in 10th line of this Article;

(ii) by adding the following new sentence immediately after the last sentence:

“Notwithstanding any other provision of these Articles, the Company or the Board may fix any date as the record date for determining the Shareholders entitled to receive notice of and to vote at any general meeting of the Company.”

(bbb) Article 174.(b) be amended as follows:

- (i) by adding the words “by post” immediately after the words “be delivered or sent” in the 7th line of this Article; and
- (ii) by deleting the words “in the manner in which notices may be served by the Company as provided under these Articles” in the 8th line of this Article;

(ccc) Article 175.(b) be amended by adding the following new sentence immediately after the last sentence:

“The Company shall send a circular containing any written representations from the Auditors to the Shareholders not less than 10 business days before the general meeting.”

(ddd) Article 179.(A)(ii) be deleted in its entirety and substituted therefor the following:

“Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.”

(eee) Article 179.(A)(iii) be amended by deleting the words “Corporate Communication or other” in first sentence of this Article;

(fff) Article 181.(a) be amended by deleting the words “who has not given an express positive confirmation or is deemed to have given an express confirmation to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and” in first sentence of this Article;

(ggg) Article 182 be amended by deleting the words “computer network” and substituting therefor the word “website” in last sentence of this Article;

(hhh) Article 186 be amended by deleting the words “or, where relevant, by Electronic Signature” in this Article;

(iii) Article 188 be amended by deleting the word “A” and substituting therefor the words “Subject to the Companies Law, a” in first sentence of this Article; and

(jjj) Article 193.(a)(ii) be amended by deleting the words “, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice” in this Article.”

9. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to the passing of special resolution 8 as set out in the notice of this meeting, the adoption of the second amended and restated memorandum and articles of association of the Company (incorporating the amendments stated in special resolution 8 and all previous amendments to the existing memorandum and articles of association, a copy of which has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) in substitution for the existing memorandum and articles of association of the Company be and is hereby approved.”

By order of the board of director of
COSTIN New Materials Group Limited
Chim Wai Shing Jackson
Executive Director

Hong Kong, 10 April 2012

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of, a poll, vote instead of him/her. A proxy needs not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited with the Company’s Hong Kong branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with any power of attorney or other authority, 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.
- (3) Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, 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 holder(s), 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.
- (4) Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, such form of proxy shall be deemed to be revoked.

- (5) The memorandum and articles of association of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Resolution No. 8 on amendments to the memorandum and articles of association of the Company as set out above is a translation for reference only.
- (6) The register of members of the Company will be closed from Wednesday, 9 May 2012 to Friday, 11 May 2012, both days inclusive, during which period no transfer of shares of the Company shall be effected. To qualify for the attendance and voting at the annual general meeting of the Company, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 8 May 2012.
- (7) The register of members of the Company will be closed from Thursday, 17 May 2012 to Monday, 21 May 2012, both days inclusive, during which period no transfer of shares of the Company shall be effected. To qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 16 May 2012.

As at the date of this announcement, the Board comprises four executive Directors, Mr. Chim Wai Kong, Mr. Chim Wai Shing Jackson, Mr. Chim Fo Che and Mr. Hong Ming Qu; one non-executive Director, Ms. Wee Kok Keng; and three independent non-executive Directors, Mr. Zhu Min Ru, Mr. Feng Xue Ben and Mr. Wong Siu Hong.