

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **iOne Holdings Limited**

**卓智控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 982)**

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting of iOne Holdings Limited (the “Company”) will be held at 7th Floor, Wheelock House, 20 Pedder Street, Central, Hong Kong on 31 May 2012 at 10:30 a.m. to transact the following ordinary business:

1. To consider and receive the audited 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.
3. To re-elect directors and authorise the board of directors to fix their remuneration.
4. To re-appoint auditors and authorise the board of directors to fix their remuneration.

and, by way of special business, to consider and, if thought fit, pass each of the following resolutions, with or without modification, as ordinary resolution or special resolution (as the case may be):

#### **ORDINARY RESOLUTIONS**

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with shares in the capital of the Company or securities convertible into such shares, or options or similar rights to subscribe for such shares or convertible securities, and to make or grant offers, agreements and options which would or might require shares of the Company to be allotted, 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 powers after the end of the Relevant Period;

\* *for identification purpose only*

(c) the aggregate nominal value of share capital of the Company which may be 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 in paragraph (d) of this resolution); (ii) the exercise of any options which may be granted under the share option scheme or any similar arrangement for the time being adopted by the Company for the grant or issue to eligible persons prescribed thereunder of shares of the Company or rights to acquire such shares; (iii) any scrip dividend or similar arrangement providing for the issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company adopted from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total nominal value 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

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) 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 by any applicable laws to be held; and
- (iii) the date upon which the authority given under this resolution is revoked, varied or renewed by the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for such shares open for a period fixed by the Directors to the holders of shares of the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares or, where appropriate, such other securities (subject in all cases to such exclusions 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 Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is 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/or the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this resolution; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) 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 by any applicable laws to be held; and
  - (iii) the date upon which the authority given under this resolution is revoked, varied or renewed by the shareholders of the Company in general meeting.

7. **“THAT** subject to the passing of resolutions numbered 5 and 6 as set out in the notice convening this meeting (the “Notice”), the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the authority granted thereunder of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the authority granted to the directors of the Company to repurchase shares of the Company pursuant to resolution numbered 6 set out in the Notice provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this resolution.”

## SPECIAL RESOLUTIONS

8. **“THAT** the bye-laws of the Company (the **“Bye-law(s)”**) be amended in the following manner:

**(a) Bye-law 1**

- (i) By adding the following new definition immediately after the definition of “Auditor”:

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

- (ii) By deleting the definition of “capital” in its entirety and substituting therefor the following:

““capital”	the share capital of the Company from time to time.”;
------------	---

- (iii) By adding the following new definition after the definition of “Statutes”:

““substantial shareholder”	a person who is entitled to exercise, or 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(h)**

By deleting the existing 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;”;

**(c) Bye-law 2(i)**

By deleting the existing 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;”;

**(d) Bye-law 3(3)**

By deleting the existing Bye-law 3(3) in its entirety and substituting therefor the following:

“(3) Subject to compliance with the applicable statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”;

**(e) Bye-law 10**

(i) By adding the word “and” at the end of the existing Bye-law 10(a);

(ii) By deleting the existing Bye-law 10(b) in its entirety and substituting therefor the following:

“(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.”;

(iii) By deleting the existing Bye-law 10(c) in its entirety and substituting therefor the following:

“(c) [Intentionally deleted]”;

**(f) Bye-law 16**

By deleting the existing Bye-law 16 in its entirety and substituting therefor the following:

“16. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.”;

**(g) Bye-law 44**

By deleting the existing Bye-law 44 in its entirety and substituting therefor the following:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”;

**(h) Bye-law 46**

By deleting the existing Bye-law 46 in its entirety and substituting therefor the following:

“46. Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”;

**(i) Bye-law 51**

By deleting the existing Bye-law 51 in its entirety and substituting therefor the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”;

**(j) Bye-law 59**

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

“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 deleting the existing Bye-law 59(2) in its entirety and substituting therefor the following:

“(2) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.”;

**(k) Bye-law 66**

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

“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.”;

**(l) Bye-law 67**

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

“67. [Intentionally deleted]”;

**(m) Bye-law 68**

By deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

“68. 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.”;

**(n) Bye-law 69**

By deleting the existing Bye-law 69 in its entirety and substituting therefor the following:

“69. [Intentionally deleted]”;

**(o) Bye-law 70**

By deleting the existing Bye-law 70 in its entirety and substituting therefor the following:

“70. [Intentionally deleted]”;

**(p) Bye-law 73**

By deleting the words “, whether on a show of hands or on a poll” from the first line of the existing Bye-law 73;

**(q) Bye-law 75(1)**

By deleting the words “whether on a show of hands or on a poll,” from the fourth line of the existing Bye-law 75(1) and by deleting “or poll” from last line of the existing Bye-law 75(1);

**(r) Bye-law 80**

By deleting the existing Bye-law 80 in its entirety and substituting therefor the following:

“80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”;

**(s) Bye-law 81**

By deleting the words “to demand or join in demanding a poll and” appearing immediately after “The instrument of proxy shall be deemed to confer authority” in the existing Bye-law 81;

**(t) Bye-law 82**

By deleting the words “or the taking of the poll,” from the second last line of the existing Bye-law 82;

**(u) Bye-law 84(2)**

By adding the words “, where a show of hands is allowed,” after the words “the relevant authorisation including” in the last sentence of the existing Bye-law 84(2);

**(v) Bye-law 85(2)**

By deleting the words “153(3)” and substituting therefor with “155(3)” in the existing Bye-law 85(2);

**(w) Bye-law 86(1)**

By deleting the existing Bye-law 86(1) in its entirety and substituting therefor the following:

“86. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated. Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.”;

**(x) Bye-law 86(2)**

By deleting the existing Bye-law 86(2) in its entirety and substituting therefor the following:

“(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an

addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”;

**(y) Bye-law 89(3)**

By deleting the word “or” at the end of the existing Bye-law 89(3);

**(z) Bye-law 92**

By deleting the words “next annual election of Directors or, if earlier, the date on which the relevant Director ceases” in the seventh line of the existing Bye-law 92 and substituting therefor with “happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason”;

**(aa) Bye-law 101**

By deleting the word “whatever” appearing immediately after “purchaser or in any other manner” in the existing Bye-law 101 and substituting therefor with the word “whatsoever”;

**(bb) Bye-law 103(1)(iv)**

By adding the word “or” at the end of the existing Bye-law 103(1)(iv);

**(cc) Bye-law 103(1)(v)**

By deleting the existing Bye-law 103(1)(v) in its entirety and substituting therefor the following:

“(v) [Intentionally deleted]”;

**(dd) Bye-law 103(2)**

By deleting the existing Bye-law 103(2) in its entirety and substituting therefor the following:

“(2) [Intentionally deleted]”;

**(ee) Bye-law 103(3)**

By deleting the existing Bye-law 103(3) in its entirety and substituting therefor the following:

“(3) [Intentionally deleted]”;

**(ff) Bye-law 115**

By deleting the existing Bye-law 115 in its entirety and substituting therefor the following:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Board may from time to time determine.”;

**(gg) Bye-law 122**

By adding the following sentence immediately after 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.”

**(hh) Bye-law 127(1)**

By adding the words “, subject to Bye-law 131(4),” immediately after “for the purposes of the Act and” in the existing Bye-law 127(1);

**(ii) New Bye-law 127(4)**

By renumbering the sentence “The Company shall provide the resident representative with such documents and information as the resident representative may require in order to be able to comply with the provisions of the Act.” as sub-paragraph (4) of Bye-law 127;

**(jj) New Bye-law 127(5)**

By renumbering the sentence “The resident representative shall be entitled to have notice of, attend and be heard at all meetings of the Directors or of any committee of such Directors or general meetings of the Company.” as sub-paragraph (5) of Bye-law 127;

**(kk) Bye-law 131(2)**

By deleting the words “and of the date on which it occurred” from the last line of the existing Bye-law 131(2);

**(ll) Bye-law 131(3)**

By deleting the existing Bye-law 131(3) in its entirety and substituting therefor the following:

“(3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon during business hours.”;

**(mm) Bye-law 137**

By deleting the existing Bye-law 137 in its entirety and substituting therefor the following:

“137. No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”;

**(nn) Bye-law 152**

By deleting the existing Bye-law 152 in its entirety and substituting therefor the following:

“152. Subject to Section 88 of the Act and Bye-law 153, a printed copy of the Directors’ report, accompanied by the statement of financial position and statement of comprehensive income, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”;

**(oo) Bye-law 161**

By adding the words “other than by posting it on a website” immediately after “by any of the means set out above” in the second-last sentence of the existing Bye-law 161;

**(pp) Bye-law 162(a)**

By deleting the word “notice” appearing in the fifth and in the second-last line of the existing Bye-law 162(a) and substituting therefor with the word “Notice”;

**(qq) Bye-law 162(b)**

By deleting the word “notice” appearing in the second line of the existing Bye-law 162(b) and substituting therefor with the word “Notice”;

**(rr) Bye-law 163(1)**

By deleting the word “notice” appearing immediately after “his name shall, at the time of the service or delivery of the” in the existing Bye-law 163(1) and substituting therefor with the word “Notice”; and

**(ss) Bye-law 163(2)**

By deleting the word “notice” appearing in the first line of the existing Bye-law 163(2) and substituting therefor with the word “Notice”.

9. “**THAT** the bye-laws of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 8 above be approved and 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  
**Lee Wing Yin**  
Chairman

Hong Kong, 23 April 2012

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business in Hong Kong:*  
Units 1204–1206, 12th Floor  
Wheelock House  
20 Pedder Street  
Central  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from 29 May 2012 to 31 May 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Tricor Investor Services Limited on 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 28 May 2012.

The register of members of the Company will also be closed from 6 June 2012 to 11 June 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend for the year ended 31 December 2011, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited on 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 5 June 2012.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. A form of proxy for use at the meeting is enclosed. To be valid, the proxy form, together with any power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited on 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

*As at the date of this announcement, the Board comprises Mr. Lee Wing Yin (Executive Director and Chairman) and Mr. Lau Wai Shu (Executive Director and Managing Director); Mr. Yip Tai Him, Mr. Ng Chi Ming and Mr. Lung Hung Cheuk (Independent Non-Executive Directors).*