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Sateri Holdings Limited

賽得利控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1768)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Meeting”) of Sateri Holdings Limited (賽得利控股有限公司) (“Company”) will be held at Cliftons, Level 33, 9 Queen’s Road Central, Hong Kong on Friday, 25 May 2012 at 3:30 p.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2011.
2. To declare a final dividend of HK2.5 cents per share for the year ended 31 December 2011.
3. (A) To re-elect Jeffrey Lam Kin Fung as a Director;
(B) To re-elect John Seto Gin Chung as a Director;
(C) To re-elect Lim Ah Doo as a Director; and
(D) To authorise the Board of Directors (“Board”) to fix the Director’s remuneration.
4. To appoint PricewaterhouseCoopers as the auditor of the Company and its subsidiaries, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT** a general mandate be and is hereby unconditionally given to the Directors to allot, issue and deal with shares of the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate nominal value of Shares allotted or agreed to be allotted by the Directors other than pursuant to:

- (a) a rights issue;
- (b) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company;
- (c) the vesting of restricted share units (“RSUs”) granted pursuant to the Pre-IPO RSU Scheme and the Post-IPO RSU Scheme adopted by the Company on 8 November 2010;
- (d) the exercise of options granted pursuant to the share option scheme adopted by the Company on 8 November 2010; or
- (e) a specific authority granted by the shareholders of the Company (“Shareholders”) in general meeting,

shall not exceed 20% of the total nominal value of the share capital of the Company in issue at the date of the passing of this Resolution no. 5(A).

This general mandate to issue Shares will expire:

- (i) at the conclusion of the next annual general meeting of the Company; or
- (ii) at the end of the period within which the Company is required by any applicable laws or the Bye-laws of the Company to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders of the Company in general meeting,

whichever is the earliest.”

(B) “**THAT** a general unconditional mandate be and is hereby granted to the Directors to exercise all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, with a total nominal value of not more than 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this Resolution no. 5(B), and the said approval shall be limited accordingly.

This general mandate to repurchase Shares will expire:

- (i) at the conclusion of the next annual general meeting of the Company; or
- (ii) at the end of the period within which the Company is required by any applicable laws or the Bye-laws of the Company to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders of the Company in general meeting,

whichever is the earliest.”

(C) “**THAT** conditional upon the passing of Resolutions nos. 5(A) and 5(B) as set out in the notice of this Meeting, the general mandate granted to the Directors pursuant to Resolution no. 5(A) set out in the notice of this Meeting and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into Shares) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the Shares purchased or repurchased by the Company under the authority granted pursuant to Resolution no. 5(B) as set out in the notice of this Meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

(D) “**THAT** (a) the maximum number of new Shares that may underlie the RSUs granted pursuant to the Post-IPO RSU Scheme during the period from the date of the passing of this Resolution until the earliest of

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the end of the period within which the Company is required by any applicable laws or the Bye-laws of the Company to hold its next annual general meeting; or
- (iii) the variation or revocation by an ordinary resolution of the Shareholders of the Company in general meeting (“Applicable Period”),

shall be 335,365,419 and (b) the Board has the power to allot, issue and deal with Shares underlying the RSUs granted pursuant to the Post-IPO RSU Scheme during the Applicable Period as and when the RSUs vest.”

By Order of the Board
Sateri Holdings Limited
Winnie Lui Mei Yan
Company Secretary

Hong Kong, 23 April 2012

Notes:

1. Any member entitled to attend and vote at the Meeting shall be entitled to appoint one or more proxies to attend and vote. A proxy need not be a member of the Company.
2. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjournment thereof (as the case may be).
3. Completion and return of the proxy form will not preclude a member from attending and voting at the Meeting or any adjournment thereof (as the case may be) should the member so desires. In the event that the member attend the Meeting after having lodged the proxy form, it will be deemed to have been revoked.
4. The register of members of the Company will be closed from 23 May 2012 to 25 May 2012, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates of the Company, must be lodged with the Company's Hong Kong branch 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, not later than 4:30 p.m. on 22 May 2012.
5. The register of members of the Company will be closed on 31 May 2012, on which no share transfers will be effected. In order to qualify for the proposed final dividend (subject to Shareholders' approval at the Meeting), all transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's Hong Kong branch 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 not later than 4:30 p.m. on 30 May 2012.
6. In respect of Resolution no. 3 above, Loh Meng See, Rohan Seneka Weerasinghe, Jeffrey Lam Kin Fung, John Seto Gin Chung and Lim Ah Doo will retire at the Meeting. Except for Loh Meng See and Rohan Seneka Weerasinghe who do not stand for re-election, all the said retiring Directors, being eligible, have offered themselves for re-election at the Meeting.
7. In respect of Ordinary Resolutions nos. 5(A) and 5(B) above, the Board wishes to state that there are no immediate plans to issue any new Shares or repurchase any Shares pursuant to the relevant general mandates. The general mandates to be sought from the Shareholders are in compliance with the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this announcement, the Board comprises Mr. Will Hoon Wee Teng (Chief Executive) and Mr. Tey Wei Lin as Executive Directors; Mr. Loh Meng See, Mr. John Seto Gin Chung and Mr. Rohan Seneka Weerasinghe as Non-Executive Directors; and Mr. John Jeffrey Ying (Chairman), Mr. Jeffrey Lam Kin Fung, Mr. David Yu Hon To and Mr. Lim Ah Doo as Independent Non-executive Directors.