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Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Tomson Group Limited (the “Company”) will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 1st June, 2012 at 2:30 p.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2011 together with the reports of the Directors and Auditor thereon;
- (2) To re-elect retiring Directors of the Company and to fix the Directors’ fees;
- (3) To re-appoint Auditor of the Company and to authorize the Board of Directors of the Company to fix their remuneration;
- (4) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution**:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Board of Directors of the Company (the “Board”) during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.50 each 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 authorize the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers to allot, issue and deal with additional shares of the Company after the end of the Relevant Period;

(c) the aggregate number of shares in the capital of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) an exercise of rights of subscription or conversion under the terms of any warrant or other securities issued by the Company carrying a right to subscribe for or purchase the shares of the Company; or (iii) an exercise of subscription rights under any share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in the capital of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent of the aggregate number of issued shares of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of shares of the Company pursuant to an offer (open for a period fixed by the Board) made to the holders of shares of the Company or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Board 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).”;

(5) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution**:

“**THAT:**

- (a) the exercise by the Board of Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own shares of HK\$0.50 each on The Stock Exchange of Hong Kong Limited, subject to paragraph (b) of this Resolution and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares in the capital 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 per cent of the aggregate number of issued shares in the capital of the Company 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 earlier 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 approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting.”;
- (6) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution** upon the passing of Resolutions (4) and (5) set out in this notice:

“**THAT** the general mandate granted to the Board of Directors of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company under Resolution (4) set out in the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing all those number of shares in the capital of the Company which may from time to time be purchased by the Company pursuant to the approval granted under Resolution (5) set out in the notice convening this Meeting.”; and

- (7) As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions as **special resolutions**:

(A) “**THAT** the existing Articles of Association of the Company be and are hereby amended in the following manner:

- (a) by deleting the definition of “Chairman” in Article 2(a) together with its margin note in their entirety and substituting therefor the following:

“Chairman of the Board.	“Chairman of the Board” shall mean the person elected by the Directors to be chairman of the Board for such period and on such terms as the Directors think fit.”;
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- (b) by adding the following definitions in Article 2(a) together with their margin notes:

“Chairman of Board Meeting.	“Chairman of Board Meeting” shall mean the chairman presiding at any meeting of the Board.”;
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“Chairman of General Meeting. “Chairman of General Meeting” shall mean the chairman presiding at any meeting of members;”;

- (c) by adding the following definition in Article 2(a) together with its margin note:

“Hong Kong. “Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;”;

- (d) by deleting the definition of “relevant territories” in Article 2(a) in its entirety and substituting therefor the following:

““relevant territories” shall mean Hong Kong or in the event of the issued share capital of the Company no longer being listed on any stock exchange in Hong Kong, such other territory or territories as the Directors may from time to time decide;”;

- (e) by deleting the words “or corporation” in the first line of the definition of “Secretary” in Article 2(a);

- (f) by deleting the definition of “share” in Article 2(a) together with its margin note in their entirety and substituting therefor the following:

“Share. “Share” shall mean a share in the capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied;”;

- (g) by replacing all references to share(s) of the Company in the Articles of Association of the Company with “Share(s)”;

- (h) by deleting Article 4 in its entirety and substituting therefor the following:

“Without prejudice to any special rights previously conferred on the holders of existing Shares and if permitted under the Listing Rules, any Share may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination and if permitted under the Listing Rules, as the Directors may determine) and provided further that, with the sanction of a special resolution, any preference Share may be issued on terms that it will be, or at the option of the Company or the holder thereof is liable to be, redeemed. Fractions of Shares or percentages may be issued and shall carry the appropriate fraction or percentage of the rights attaching to a full Share, including voting.”;

- (i) by inserting the words “after full consideration of the requirements under the Law and the Listing Rules” immediately after the words “beyond reasonable doubt” in the sixth line of Article 5;

- (j) by deleting Article 6 in its entirety and substituting therefor the following:
- “If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, if permitted under the Listing Rules, with the consent in writing of the holder(s) of three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting at which the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons at least holding or representing by proxy one third in nominal value of the issued Shares of that class and that any holder of the Shares of that class present in person or by proxy may demand a poll and that at any adjourned meeting one or more holders of Shares of that class (whatever the number of Shares held by them) shall be a quorum.”;
- (k) by deleting the last word “law” in the sixth line of Article 7 and substituting therefor the words “the Law”;
- (l) by deleting the word “law” immediately after the words “required by the” and substituting therefor the word “Law” in the fifth line of Article 9(b);
- (m) by deleting Article 10(b) in its entirety and substituting therefor the following:
- “The holder of the Shares being purchased or redeemed (except when the Shares are purchased or redeemed on the Stock Exchange) shall be bound to deliver up to the Company at the Office or at such other place as the Directors may appoint the certificate thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.”;
- (n) by deleting the word “law” immediately after the words “unless prohibited by” and substituting therefor the words “the Law” in the first line of Article 12;
- (o) by deleting the word “law” immediately after the words “as required by” and substituting therefor the words “the Law” in the second line of Article 13;
- (p) by deleting Article 15(b) in its entirety and substituting therefor the following:
- “The reference to business hours is subject to such reasonable restrictions as the Board may decide but so that not less than 2 hours in each day is to be allowed for inspections.”;
- (q) by deleting Article 28 together with its margin note in their entirety and substituting therefor a margin note of “Notice of call” and the following:
- “Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be given by such means as permitted under these Articles.”;

- (r) by deleting the words “the registered office of the Company” and substituting therefor the words “the Registration Office” in the fifth and sixth lines of Article 37;
- (s) by deleting the words “in its absolute discretion” and substituting therefor the words “if allowed under the Listing Rules and subject to the Law” in the first line of Article 39;
- (t) by deleting the words “two members of the Company deposited at the registered office” and substituting therefor the words “three members of the Company holding in aggregate not less than one-twentieth of the total paid up capital of the Company deposited at the head office in the relevant territories” in the third and fourth lines of Article 72;
- (u) by deleting the words “a chairman” immediately after the words “appointment of” and substituting therefor the words “the Chairman of General Meeting” in the fifth line of Article 76;
- (v) by deleting Article 78 in its entirety and substituting therefor the following:

“The Chairman of the Board (if any) shall preside as Chairman of General Meeting at every general meeting. If there is no such Chairman of the Board or, if at any general meeting such Chairman of the Board shall not be physically present within five minutes after the time appointed for holding such meeting or if he declines to act as Chairman of General Meeting or under his authorization, a Vice-Chairman of the Board (if any) shall preside as Chairman of General Meeting at every general meeting. If there is no such Chairman of the Board or Vice-Chairman, or if neither of them is physically present within five minutes after the time appointed for holding the meeting, or if all of them decline to act as Chairman of General Meeting, the Directors present shall choose one of their number to act, or if only one Director is present he shall preside as Chairman of General Meeting if willing to act. If no Director is present, or if all the Directors present decline to take the chair, the members present and entitled to vote shall choose one of their own number to be Chairman of General Meeting.”;
- (w) by inserting the words “of General Meeting” immediately after the words “The Chairman” in the first line of Article 79;
- (x) by deleting Article 80 together with its margin note in their entirety and substituting therefor a margin note of “Method of voting.” and the following:

“At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the Chairman of General Meeting may, in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

For the purposes of these Articles, procedural and administrative matters are those that: (i) are not on the notice of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the duties of the Chairman of General Meeting 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.

Where a show of hands is allowed by the Chairman of General Meeting, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (i) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (ii) by any member or members present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iii) by any member or members present in person 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.

Where a show of hands is allowed by the Chairman of General Meeting, unless a poll is so demanded and the demand is not withdrawn, a declaration by the Chairman of General 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 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 of or against such resolution.”;

- (y) by inserting the words “of General Meeting” immediately after the words “the Chairman” in the sixth line of Article 81;
- (z) by deleting the words “a meeting” immediately after the words “a Chairman of” and substituting therefor the words “General Meeting” in the first line of Article 82;
- (aa) by deleting Article 83 in its entirety and substituting therefor the following:

“In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of General Meeting shall be entitled to a second or casting vote.”;
- (bb) by deleting the note “(Deleted by a Special Resolution passed on 5th June, 2009)” in Article 84 and substituting therefor a margin note of “Business may proceed notwithstanding demand for poll.” and the following:

“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, and it may be withdrawn with the consent of the Chairman of General Meeting at any time before the close of the meeting or the taking of the poll, whichever is the earlier.”;

- (cc) by deleting Article 85 in its entirety and substituting 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 member who, in the case of an individual, is present in person or, in the case of a corporation, is present by a representative duly authorized pursuant to Article 96 shall have one vote, and on a poll every member present in person or by proxy or, in the case of a corporation, is present by a duly authorized representative shall have one vote for every fully-paid Share of which he is the holder and have for every partly-paid Share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up thereon bears to the nominal value of the Share but no amount paid or credited as paid up on a Share in advance of calls or instalments shall be treated for the purposes of these Articles as paid up on the Share. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”;

- (dd) by inserting the words “whether on a show of hands or” immediately after the words “may vote,” in the third line of Article 88;
- (ee) by inserting the words “of General Meeting” immediately after the words “the Chairman” in the sixth line of Article 89(b);
- (ff) by inserting the words “to demand or join in demanding a poll and” immediately after the words “to confer authority” in the second line of Article 94;
- (gg) by deleting Article 99 together with its margin note in their entirety and substituting therefor the following:

“Board may fill vacancies and appoint additional director.

The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed by the Board (whether to fill a casual vacancy or as an addition to the Board) shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors to retire by rotation at such meeting.”;

- (hh) by deleting the words “registered office of the Company” and substituting therefor the word “Office or the head office in the relevant territories” in the second line of Article 100(a);
- (ii) by inserting the words “share options,” immediately after the words “benefits (including” in the eighth line of Article 105;
- (jj) by deleting the words “its registered office” and substituting therefor the words “the Office or the head office in the relevant territories” in the second line of Article 106(v);
- (kk) by deleting Article 107(a)(ii)(f) in its entirety and substituting therefor the following:

“any contract or arrangement or proposal concerning any other company in which the Director or any of his Associates is interested directly or indirectly whether as an officer or an executive or a shareholder holding shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights; or”;
- (ll) by revising the second paragraph of Article 107(a)(ii)(j) as follows:
 - (i) by deleting the words “chairman of the meeting” and substituting therefor the words “Chairman of Board Meeting” in the third, fourth, tenth, eleventh and eighteenth lines; and
 - (ii) by deleting the words “such chairman” and substituting therefor the words “such Chairman of Board Meeting” in fifth, sixth, twentieth, twenty-first, twenty-fifth and twenty-sixth lines;
- (mm) by deleting the words “hold(s) five per cent or more of” and substituting therefor the words “have an interest in” in the ninth line of the second last paragraph of Article 107(a)(ii);
- (nn) by revising the first sentence of the last paragraph of Article 107(a)(ii) as follows:
 - (i) by deleting the words “own(s) five per cent or more of” and substituting therefor the words “have an interest in” in the third and fourth lines; and
 - (ii) by deleting the words “five per cent or more of” in eleventh and twelfth lines;
- (oo) by deleting the words “they may think fit. But” and substituting therefor the words “they may think fit; but” in the fourth line of Article 111;
- (pp) by deleting Article 112(b)(i) in its entirety and substituting therefor the following:

“To give to any person the right or option to require at a future date that an allotment shall be made to him of any Share at par or at such premium as may be approved by the Board.”;

(qq) by deleting Article 113 in its entirety and substituting therefor the following:

“The Directors may from time to time appoint a general manager or manager of the Company and may fix his remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager or manager who may be employed by him upon the business of the Company.”;

(rr) by deleting Article 114 in its entirety and substituting therefor the following:

“The appointment of such general manager or manager may be for such period as the Directors may decide and the Directors may confer upon him all or any of the powers of the Directors as they may think fit.”;

(ss) by deleting Article 115 in its entirety and substituting therefor the following:

“The Directors may enter into such agreement with any such general manager or manager upon such terms and conditions in all respects as the Directors may in their absolute discretion think fit, including a power for such general manager or manager to appoint an assistant manager or other employees whatsoever under them for the purpose of carrying on the business of the Company.”;

(tt) by deleting the words “not less than” and substituting therefor the words “not more than” in the third and fourth lines of Article 116;

(uu) by revising Article 120 in the following manner:

(i) by adding the words “within the seven-day period commencing from the day after the despatch of the notice of the general meeting appointed for such election (or such other period, being a period of not less than seven days,” immediately after the words “a period of at least seven days” in the tenth line; and

(ii) by adding the words “, as may be determined by the Directors from time to time)” immediately after the words “such general meeting” in the fourteenth line;

(vv) by deleting the last sentence in the tenth to fifteenth lines of Article 123 and substituting therefor the following:

“Any Director or any committee member of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or a video conferencing system or other similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.”;

- (ww) by inserting the words “of Board Meeting” immediately after the words “the Chairman” in the third line of Article 125;
- (xx) by deleting Article 126 together with its margin note in their entirety and substituting therefor the following:
- | | |
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| <p>“Chairman of the Board
and Chairman of Board
Meeting.</p> | <p>The Directors may elect one of their number to be Chairman of the Board or Vice-Chairman of the Board and determine the period for which he is to hold office. The Chairman of the Board shall act as the Chairman of Board Meeting; but if no such Chairman of the Board is elected, or if at any meeting the Chairman of the Board is not present within five minutes after the time appointed for holding the same, or under the authorization of the Chairman of the Board, the Vice-Chairman of the Board (if any) shall act as the Chairman of Board Meeting or the Directors present may choose one of their number to be Chairman of Board Meeting.”;</p> |
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- (yy) by deleting the words “, with the consent of the Company in general meeting,” in the fifth and sixth lines of Article 129;
- (zz) by deleting Article 130 in its entirety and substituting therefor the following:
- “The meetings and proceedings of any such committee of the Board consisting of not less than two members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors unless otherwise determined by the Board from time to time.”;
- (aaa) by deleting the last sentence of Article 134(a) in its entirety;
- (bbb) by deleting Article 134(b) in its entirety and marking a note “(Deleted by a Special Resolution passed on 1st June, 2012)”;
- (ccc) by deleting the word “documents” immediately after the words “or evidencing” and substituting therefor the word “securities” in the fourth line of Article 136;
- (ddd) by adding the words “of the Company” immediately after the word “profits” in the fourth line of Article 145(b);
- (eee) by inserting the words “or share premium” immediately after the word “profits” in the first line of Article 146;
- (fff) by deleting the first paragraph of Article 147(a) and substituting therefor the following:

“Wherever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may (and in the case of a dividend resolved to be paid or declared by the Company in general meeting, under the authorization of the members) resolve:–”;

(ggg) by deleting Article 152 in its entirety and substituting therefor the following:

“Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may (and in case of a dividend resolved to be paid or declared by the Company in general meeting, under the authorization of the members) resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe for securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective.”;

(hhh) by deleting the words “the Articles of the Company” and substituting therefor the words “these Articles” in the fifth line of Article 174(b)(i);

(iii) by deleting Article 175 in its entirety and substituting therefor the following:

“Notwithstanding any other provision of these Articles, the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue provided that in respect of dividend, distribution, allotment or issue declared by the Company in general meeting, the record date shall be at least three business days after the date of such general meeting.”; and

(jjj) by deleting the words “its Articles of Association” and substituting therefor the words “these Articles” in the second and third lines of Article 182.”; and

(B) “**THAT** subject to the passing of Resolution (7)(A) set out in the notice convening this Meeting, the new Articles of Association of the Company (the “New Articles”) (a copy of which has been produced to this Meeting marked “A” and initialed by the chairman of this Meeting for identification purpose), be and is hereby approved and adopted in substitution for the existing Articles of Association of the Company, and that any one Director of the Company be and is hereby authorized to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the adoption of the New Articles.”.

By Order of the Board of
TOMSON GROUP LIMITED
Lee Yuen Han
Company Secretary

Hong Kong, 30th April, 2012

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent the member.
2. In order for it to be valid, the form of proxy, accompanied by a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company in Hong Kong at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 24 hours before the time for holding the meeting.
3. 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 poll, every member (no matter present in person or by proxy or (being a corporation) by a duly authorized representative) shall have one vote for every fully-paid share of which he is the holder.
4. In the case of joint holders of a share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share will be accepted to the exclusion of the votes of the other joint holder(s).
5. An explanatory statement regarding the proposals of re-electing the retiring Directors, granting the general mandates to issue new shares and to repurchase own shares and amendments to the Articles of Association of the Company will be despatched to the members of the Company together with this notice.
6. The Articles of Association of the Company are written in English and the Chinese version of the proposed amendments to the Articles of Association of the Company is a translation for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this announcement, the Board of Directors of the Company comprises five executive Directors, Madam Hsu Feng (Chairman and Managing Director), Mr Tong Albert (Vice-Chairman), Mr Tong Chi Kar Charles (Vice-Chairman), Mr Yeung Kam Hoi and Mr Chuang Hsiao-Chen, and three independent non-executive Directors, Mr Cheung Siu Ping, Oscar, Mr Lee Chan Fai and Mr Sean S J Wang.