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Ajisen (China) Holdings Limited
味千(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 538)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Ajisen (China) Holdings Limited (the “Company”) will be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 3 June 2010 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2009.
2. To declare a final dividend and a special dividend for the year ended 31 December 2009.
3. To re-elect the retiring directors and authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or

securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares 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 in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:–
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
 - (3) 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

- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of shareholders on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares 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 recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:–

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the said resolutions.”

SPECIAL RESOLUTION

6. (A) To consider and, if thought fit, pass the proposed amendments in the following manner to the Articles as special resolution:

(a) By adding into the existing Article 1.(b) the following new definition of “Business Day” immediately after the existing definition of “Board”:–

“Business Day” means a day on which the HK Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the HK Stock Exchange is closed for the business of dealing in securities in Hong Kong on a Business Day for the reason of a number 8 or higher typhoon signal or black rainstorm warning such day shall for the purposes of these Articles be counted as a Business Day;”;

- (b) By adding into the existing Article 1.(b) the following new definition of “Clear Days” immediately after the existing definition of “Chairman”:-

“Clear Days” means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.”;

- (c) By deleting the existing Article 1.(c) in its entirety and substituting therefor the following new Article 1.(c):-

“(c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than 3/4 of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice has been duly given in accordance with Article 65 specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution.”;

- (d) By deleting the existing Article 1.(d) in its entirety and substituting therefor the following new Article 1.(d):-

“(d) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which notice has been duly given in accordance with Article 65.”;

- (e) By deleting the existing Article 65 in its entirety and substituting therefor the following new Article 65:-

“65. An annual general meeting (whether for the passing of a Special Resolution and/or an Ordinary Resolution) shall be called by notice in writing of not less than 21 Clear Days and not less than 20 clear Business Days and an extraordinary general meeting called for the passing of a Special Resolution shall be called by notice in writing of not less than 21 Clear Days and not less than 10 clear Business Days, and a general meeting of the Company (other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution) shall be called by notice in writing of not less than 14 Clear Days and not less than 10 clear Business Days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and

in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that, if permitted by the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.”;
- (f) By deleting the existing Article 72 in its entirety and substituting therefor the following new Article 72:–
- “72. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”;
- (g) By deleting the existing Article 73 in its entirety and substituting therefor the words “Intentionally deleted”;
- (h) By deleting the existing Article 74 in its entirety and substituting therefor the following new Article 74:–
- “74. Subject to Article 75, a poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting directs.”;
- (i) By deleting the existing Article 75 in its entirety and substituting therefor the following new Article 75:–
- “75. Any poll to be taken on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”;

- (j) By deleting the existing Article 76 in its entirety and substituting therefor the following new Article 76:–
- “76. In the case of an equality of votes, 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 shall determine the same, and such determination shall be final and conclusive.”;
- (k) By deleting the existing Article 77 in its entirety and substituting therefor the words “Intentionally deleted”;
- (l) By deleting the existing Article 79 in its entirety and substituting therefor the following new Article 79:–
- “79. 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 Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one 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.”;
- (m) By deleting existing Article 82 in its entirety and substituting therefor the following new Article 82:–
- “82 A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.”;
- (n) By deleting the words “or a show of hands” after the words “On a poll” in the 5th and 6th lines of the existing Article 85;
- (o) By deleting existing Article 86 in its entirety and substituting therefor the following new Article 86:–

“86 No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person’s admission to the relevant meeting, and/or reject his vote and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.”;

- (p) By deleting the existing Article 88 in its entirety and substituting therefor the following new Article 88:–

“88. The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”;

- (q) By deleting the words “to demand or join in demanding a poll and” after the words “to confer authority upon the proxy” in the 2nd line of the existing Article 90;
- (r) By deleting the words “, including the right to vote individually on a show of hands” after the words “if such person were an individual Shareholder” in the 10th and 11th lines of the existing Article 92.(b);
- (s) By deleting the words “or poll” after the words “holding the meeting or adjourned meeting” in the 17th line of the existing Article 93.(b);
- (t) By deleting the words “or demand for a poll” after the words “his vote” in the 6th line of the existing Article 94;

- (u) By deleting the existing Article 180.(A)(ii) in its entirety and substituting therefor the following new Article 180.(A)(ii):–

“(ii) Except where otherwise expressly stated, any notice or document (including a share certificate) 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 (in the case of a notice) 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 (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) 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 computer network (including by publishing it on the Company’s website) and giving to the Shareholder concerned a notice notifying that the notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) has been so published (a “notice of availability”). The notice of availability may be given to the Shareholder by any of the means set out above except by way of publishing on a computer network.”; and

- (v) By deleting the existing Article 182 in its entirety and substituting therefor the following new Article 182:–

“182. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement shall be deemed to have been served or delivered on the day it was so published. Any notice or document (including any “corporate

communication” within the meaning ascribed thereto under the Listing Rules) published on a computer network (including by publishing it on the Company’s website) shall be deemed given by the Company to a Shareholder on the later of (i) the date on which a notice of availability (defined in Article 180(A)(ii)) is deemed served on such Shareholder and (ii) the date on which such notice or document was first published on the computer network.”

- (B) The amended and restated memorandum and articles of association of the Company (incorporating the amendments stated in Special Resolution No. 6.(A), 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) be approved and adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.”

By order of the Board of Directors
Ajisen (China) Holdings Limited
Poon Wai
Chairman

Hong Kong, 30 April 2010

Registered office:

Clifton House, 75 Fort Street
P.O. Box 1350 GT
George Town
Grand Cayman
Cayman Islands

Principal place of business

in Hong Kong:
6th Floor
Unit B
24-26 Sze Shan Street
Yau Tong, Kowloon
Hong Kong

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the shareholders.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.

- (iv) In order to be valid, a form of proxy must be deposited at the Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of shareholders will be closed from Monday, 31 May 2010 to Thursday, 3 June 2010, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 28 May 2010.
- (vi) In respect of ordinary resolution numbered 3 above, Mr. Yin Yibing, Mr. Wong Hin Sun, Eugene and Mr. Jen Shek Voon shall retire by rotation at the above meeting pursuant to the Company's Article 108 of the Articles and being eligible, offered themselves for re-election. Details of the above directors are set out in Appendix I to the accompanied circular dated 30 April 2010.
- (vii) In respect of the ordinary resolution numbered 5(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules..
- (viii) In respect of ordinary resolution numbered 5(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 30 April 2010.

As at the date of this notice the Board comprises, Ms. Poon Wai, Mr. Yin Yibing and Mr. Poon Ka Man, Jason as executive Directors; Mr. Katsuaki Shigemitsu and Mr. Wong Hin Sun, Eugene as non-executive Directors; and Mr. Lo Peter, Mr. Jen Shek Voon and Mr. Wang Jincheng as independent non-executive Directors.