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Mitsumaru East Kit (Holdings) Limited
三丸東傑(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2358)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Mitsumaru East Kit (Holdings) Limited (the “Company”) will be held at Suite 5005–6, 50/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 1 February 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (i) the share transfer agreement dated 15 December 2011 entered into between China Mutual Investment Limited (“China Mutual”), an indirect wholly-owned subsidiary of the Company, and 徐國耀 (Xu Guoyiu) (“Mr. Xu”) in relation to the proposed acquisition by China Mutual of 22.5% equity interest in the registered capital of 武漢盛博科技有限公司 (Wuhan Sunbow Science & Technology Co., Ltd.) (“Sunbow”) from Mr. Xu at a consideration of RMB1,552,500 (equivalent to approximately HK\$1,863,000) (the “Xu Share Transfer Agreement”) (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification) and the transactions contemplated thereunder be and are hereby confirmed, ratified and approved;
- (ii) the share transfer agreement dated 15 December 2011 entered into between China Mutual and 劉輔軍 (Liu Fujun) (“Ms. Liu”) in relation to the proposed acquisition by China Mutual of 45% equity interest in the registered capital of Sunbow from Ms. Liu at a consideration of RMB3,105,000 (equivalent to approximately HK\$3,726,000) (the “Liu Share Transfer Agreement”) (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of the meeting for identification) and the transactions contemplated thereunder be and are hereby confirmed, ratified and approved;
- (iii) the share transfer agreement dated 15 December 2011 entered into between China Mutual and 賈俊寧 (Jia Junning) (“Mr. Jia”) in relation to the proposed acquisition by China Mutual of 5% equity interest in the registered capital of Sunbow from Mr. Jia at a consideration of RMB345,000 (equivalent to approximately HK\$414,000) (the “Jia Share Transfer Agreement”) (a copy of which has been produced to this meeting marked “C” and initialled by the chairman of the meeting for identification) and the transactions contemplated thereunder be and are hereby confirmed, ratified and approved;

- (iv) the joint venture agreement (the “Joint Venture Agreement”) (a copy of which has been produced to this meeting marked “D” and initialled by the chairman of the meeting for identification) to be entered into by China Mutual, Mr. Xu and Mr. Jia in relation to the operations of Sunbow and the transactions contemplated thereunder be and are hereby approved;
- (v) the articles of association (the “Articles of Association”) (a copy of which has been produced to this meeting marked “E” and initialled by the chairman of the meeting for identification) to be entered into by China Mutual, Mr. Xu and Mr. Jia in respect of Sunbow and the transactions contemplated thereunder be and are hereby approved; and
- (vi) the Directors be and are hereby authorised to do all things and acts and execute all documents (including under the seal of the Company) which they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with any or all transactions contemplated under the Xu Share Transfer Agreement, the Liu Share Transfer Agreement, the Jia Share Transfer Agreement, the Joint Venture Agreement and the Articles of Association.”

By Order of the Board of
Mitsumaru East Kit (Holdings) Limited
Leung Koon Sing
Executive Director

Hong Kong, 9 January 2012

Head Office and Principal Place of Business in Hong Kong:
Suite 5005–5006, 50/F Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the instrument appointing a proxy together with (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be delivered to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
4. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

5. 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.

As at the date of this notice of extraordinary general meeting, the executive Directors are Mr. Leung Koon Sing and Mr. Tang Chin Wan and the independent non-executive Directors are Mr. Kwong Ping Man, Mr. Martin He and Mr. Mu Xiangming.