



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

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2358)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Mitsumaru East Kit (Holdings) Limited (the “Company”) will be held at the Company’s principal place of business in Shanghai, No. 2618, Gu Dai Road, Shanghai, the People’s Republic of China on Friday, 15 June 2007 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

1. To consider and approve the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006.
2. (A) To re-elect Mr. Zhang Shuyang as director of the Company and to authorise the board of directors (the “Board”) to fix his remuneration.

(B) To re-elect Mr. Kazunori Watanabe as director of the Company and to authorise the Board to fix his remuneration.

(C) To elect Mr. Mu Xiangming as director of the Company and to authorise the Board to fix his remuneration.
3. To re-appoint Ernst & Young (Hong Kong Certified Public Accountants) as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To authorise the Board to decide matters relating to the payment of interim dividends for the six months ending 30 June 2007.
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:

- (1) there be and is hereby granted to the Board an unconditional general mandate to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements, warrants and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period (as defined below) make or grant offers, agreements, warrants or options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to such mandate, otherwise than pursuant to, or in consequence of:
- (i) a rights issue, being an offer of shares open for a period fixed by the Board to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations of the Cayman Islands);
 - (ii) an issue of shares to officers or employees of the Company or to officers or employees of any of its subsidiaries pursuant to the exercise of any subscription or conversion rights attaching to any warrants or any securities convertible into shares or the exercise of any rights under any option scheme or similar arrangement of the Company;
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or
 - (iv) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said mandate shall be limited accordingly; and

- (2) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; or
 - (c) the expiration of the period within which the next annual general meeting of the Company is required by articles of association of the Company or any applicable law of the Cayman Islands to be held.”

(B) “**THAT:**

- (1) there be and is hereby granted to the Board an unconditional general mandate, subject to paragraph (2) below, to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase or otherwise acquire shares of HK\$0.1 each in the capital of the Company on the Stock Exchange or 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 requirements of the Listing Rules or of any such other stock exchange as amended from time to time (the “**Repurchase Mandate**”);

(2) the aggregate nominal amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (1) above, shall be no more than 10% of the aggregate amount of the issued share capital of the Company as at the date of passing this Resolution and the Repurchase Mandate shall be limited accordingly;

(3) for the purposes of this Resolution:

“Listing Rules” means the Rules Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited;

“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 following the passing of this Resolution; or
- (ii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by articles of association of the Company or any applicable law of the Cayman Islands to be held; and

“Stock Exchange” means The Stock Exchange of Hong Kong Limited.”

(C) “**THAT** subject to the passing of the Ordinary Resolutions No. 5(A) and 5(B) set out in the notice convening this meeting, the aggregate nominal amount of shares in the capital of the Company which may be purchased or repurchased by the Company pursuant to Ordinary Resolution No. 5(B) set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to Ordinary Resolution No. 5(A) set in the notice convening this meeting, provided that the shares so added shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution.”

By order of the Board of Directors

Pun Wai

Company Secretary

27 April 2007, Hong Kong

Notes:

- (A) Any holder of the Company's shares entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (B) Where a shareholder of the Company appoints more than one proxy, his proxies may only vote in a poll.
- (C) To be valid, the forms of proxy for the use of shareholders of the Company and, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority, must be delivered to the Company's principal place of business in Hong Kong at Unit 606, 6th Floor, Regent Centre, Tower B, 63 Wo Yi Hop Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time scheduled for holding the AGM.
- (D) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM, if he so wishes. If such shareholder attends the AGM, his form of proxy will be deemed to have been revoked.
- (E) A circular containing the information regarding the directors of the Company proposed to be re-elected, the director of the Company to be elected, and the general mandates to issue and repurchase shares of the Company is being sent to the shareholders of the Company together with the Company's 2006 Annual Report.
- (F) In respect of Ordinary Resolution No. 5(A), the Directors wish to state that they have no immediate plans to issue any new shares of the Company.
- (G) In respect of Ordinary Resolution No. 5(B), the Directors wish to state that they will exercise powers conferred thereby to repurchase shares of the Company in circumstances in which they deem appropriate for the benefit of the shareholders. An 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 circular of the Company dated 27 April 2007.
- (H) As at the date of this announcement, the executive directors of the Company are Mr. Zhang Shuyang, Mr. Tung Chi Wai, Terrence, and Mr. Kazunori Watanabe, and the independent non-executive directors of the Company are Mr. Ede Hao Xi, Ronald, Mr. Ts'o Shun, Roy and Mr. Li Yueh Chen.

Please also refer to the published version of this announcement in *The Standard*