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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “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 Monday, 8 June 2009 at 1:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31 December 2008.
2. (A) To re-elect Mr. Mu Xiangming as a Director of the Company (“Director”) and to authorise the board of directors (the “Board”) to fix his remuneration.  
  
(B) To re-elect Mr. Kwong Ping Man as a Director and to authorise the Board to fix his remuneration.
3. To re-appoint BDO McCabe Lo Limited (Hong Kong Certified Public Accountants) as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

(A) “**THAT:**

- (1) there be and is hereby granted to the directors of the Company (“Directors”) an unconditional general mandate to exercise during the Relevant Period (as defined in paragraph (2) of this Resolution) 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, options and other securities in respect thereof including bonds, debentures and notes convertible into shares in the capital of the Company, subject to the following conditions:
  - (a) such mandate shall not extend beyond the Relevant Period save that the Directors may during the Relevant Period make or grant offers, agreements, warrants or options which might require the exercise of such powers after the end of the Relevant Period;

(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 Directors to shareholders 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 Directors 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;
  - (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 directors of the Company (“Directors”) an unconditional general mandate, subject to paragraph (2) below, to exercise during the Relevant Period (as defined in paragraph (3) of this Resolution) all the powers of the Company to repurchase or otherwise acquire shares of HK\$0.1 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (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 in Hong Kong and the Stock Exchange for this purpose,

subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange 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 not exceed 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, “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 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 its articles of association or any applicable law of the Cayman Islands to be held.”
- (C) “**THAT** subject to the passing of the Ordinary Resolutions No. 4(A) and 4(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. 4(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. 4(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  
**Cheng Sik Kong**  
*Company Secretary*

29 April 2009, Hong Kong

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
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KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*

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Cable TV Tower  
9 Hoi Shing Road  
Tsuen Wan  
New Territories  
Hong Kong

*As at the date of this announcement, the Executive Directors are Mr. Zhang Shuyang and Mr. Leung Koon Sing, and the Independent Non-executive Directors are Mr. Kwong Ping Man, Mr. Martin He and Mr. Mu Xiangming.*