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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 Suite 5005–5006, 50th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 1 June 2012 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditor for the year ended 31 December 2011.
2. To re-elect Mr. Siu Chi Ming, Mr. Martin He and Mr. Mu Xiangming as Directors of the Company and to authorise the board of Directors to fix his remuneration.
3. To re-appoint BDO Limited (Hong Kong Certified Public Accountants) as the auditor 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 (“Shares”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, warrants, options which would or might require the exercise of such power, 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 the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares 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 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 for the time being adopted for the grant or issue to eligible persons of Shares or right to acquire Shares;
- (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 the 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 (4) of this Resolution) all the powers of the Company to repurchase or otherwise acquire shares (“Shares”) of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares 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 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) subject to the passing of each of the paragraphs (1) and (2) above, any prior approvals of the kind referred to in paragraphs (1) and (2) above which had been granted to the Directors and which are still in effect be and are hereby revoked; and
  - (4) 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  
**Siu Chi Ming**  
*Executive Director*

27 April 2012, Hong Kong

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*  
Suite 5005–5006  
50th Floor  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

*As at the date of this notice of annual general meeting, the Executive Directors are Mr. Leung Koon Sing, Mr. Tang Chin Wan and Mr. Siu Chi Ming and the Independent Non-executive Directors are Mr. Kwong Ping Man, Mr. Martin He and Mr. Mu Xiangming.*

*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 certified copy of that power of attorney or other authority, must be delivered to the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event 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 proposed to be re-elected and the general mandates to issue and repurchase shares of the Company are being sent to the shareholders of the Company together with the Company's 2011 Annual Report.
- (F) In respect of Ordinary Resolution No. 4(A), the Directors wish to state that they have no immediate plans to issue any new shares in the capital of the Company.
- (G) In respect of Ordinary Resolution No. 4(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 Rules Governing the Listing of Securities on the Stock Exchange) is set out in Appendix II to the circular of the Company dated 27 April 2012.