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**MATRIX**  
**MATRIX HOLDINGS LIMITED**  
**美力時集團有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1005)**

**FINAL DIVIDEND OF HK\$0.05 PER SHARE  
FOR THE YEAR ENDED 31ST DECEMBER, 2010 –  
MARKET VALUE OF FINAL SCRIP DIVIDEND SHARES**

This announcement is to advise the shareholders of the Company who are entitled to receive the 2010 final dividend the following information regarding the final scrip dividend alternate:

- a. how the final scrip dividend entitlements are derived;
- b. further details with respect to the election for final scrip dividend shares; and
- c. the dispatch of cheques for cash entitlement and/or share certificates for new shares.

The market value of a new share to be allotted pursuant to the final scrip dividend alternate has been set at HK\$1.556.

\* For identification purpose only

## **INTRODUCTION**

On 17th March, 2011, the board (the “Board”) of directors (the “Directors”) of Matrix Holdings Limited (the “Company”) recommended the 2010 final dividend of HK\$0.05 per share of HK\$0.10 each in the capital of the Company (the “Share(s)”) for the year ended 31st December, 2010, payable to shareholders whose names appeared on the register of members of the Company on 5th May, 2011 (the “Eligible Shareholders”). At the annual general meeting of the Company held on 5th May, 2011, the 2010 final dividend was approved by the shareholders. Eligible Shareholders may elect to receive such dividend in the form of cash or in the form of new Shares or a combination of these. The number of new Shares (the “Final Scrip Dividend Shares”) to be allotted to shareholders who elect to receive their dividends in scrip is calculated by dividing the total amount of the cash dividend which each of them would otherwise have been entitled to receive by the Market Value (as defined hereafter) of a Final Scrip Dividend Share.

The register of members of the Company was closed from 28th April, 2011 to 5th May, 2011, both days inclusive.

## **MARKET VALUE OF THE FINAL SCRIP DIVIDEND SHARES**

The market value of Final Scrip Dividend Shares has been set at HK\$1.556 per Share (the “Market Value”), which is equivalent to the average closing prices of the Shares quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the five consecutive trading days, from 28th April, 2011 to 5th May, 2011.

## **CALCULATION OF THE NUMBER OF FINAL SCRIP DIVIDEND SHARES**

The number of Final Scrip Dividend Shares that an electing shareholder of the Company will receive will be calculated as follows:

$$\begin{array}{rcl} \text{Number of Final} & & \text{Number of existing Shares held on} \\ \text{Scrip Dividend Shares to} & = & \text{5th May, 2011 for which election is} \\ \text{be received} & & \text{made under the scrip dividend alternate} \end{array} \quad \times \quad \frac{\text{HK\$0.05}}{\text{Market Value}} \\ \text{HK\$1.556}$$

The number of Final Scrip Dividend Shares to be received will be rounded down to the nearest whole number thereof. No Eligible Shareholder is entitled to be issued any fraction of a Share under the scrip dividend alternate. Fractional entitlements to the Final Scrip Dividend Shares will be disregarded and will be aggregated and sold for the benefit of the Company. The Final Scrip Dividend Shares will rank pari passu in all respects with the existing issued Shares except that they shall not rank for the 2010 final dividend.

## **OVERSEAS SHAREHOLDERS**

Based on the register of members of the Company as at Thursday, 5th May, 2011 (being the record date for the purpose of determining the Eligible Shareholders entitlement to the 2010 final dividend), all shareholders of the Company have registered addresses in Hong Kong save that various overseas shareholders of the Company residing in three jurisdictions, namely Australia, Macau and Singapore.

The Directors advised by legal advisers in the relevant jurisdictions and having taken into account the legal requirements under the laws of the relevant jurisdictions decided that all Eligible Shareholders including Eligible Shareholders residing overseas, will be offered the right to elect to receive the 2010 final dividend wholly or partly in Final Scrip Dividend Shares.

## **DISPATCH OF CIRCULARS AND FORMS OF ELECTION**

A circular giving details of the scrip dividend alternate together with the relevant form of election for electing Final Scrip Dividend Shares (the "Circular"), if applicable, will be sent to all shareholders of the Company in accordance with relevant local and overseas laws, regulations and requirements on or about Wednesday, 18th May, 2011.

## **DEADLINE FOR RETURNING FORMS OF ELECTION**

Eligible Shareholders of the Company who wish to elect to receive the 2010 final dividend wholly in Final Scrip Dividend Shares, or partly in Final Scrip Dividend Shares and partly in cash, should complete and sign the form of election in accordance with the instructions printed thereon and return it to Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong **not later than 4:00 p.m. on Tuesday, 7th June, 2011.**

If Eligible Shareholders elect to receive the 2010 final dividend wholly in cash, they are not required to take any action.

## **GENERAL INFORMATION**

Application will be made to the Stock Exchange for the grant of listing of, and permission to deal in, the Final Scrip Dividend Shares. It is expected that the cheques for cash entitlement in relation to the 2010 final dividend and/or share certificates for new shares with respect to the Final Scrip Dividend Shares will be dispatched at the risk of those entitled thereto at their respective registered addresses on or about Friday, 17th June, 2011.

By Order of the Board  
**Cheng Yung Pun**  
*Chairman*

Hong Kong, 5th May, 2011

*As at the date of this announcement, the Board comprises Mr. Cheng Yung Pun, Mr. Arnold Edward Rubin, Mr. Yu Sui Chuen, Ms. Cheng Wing See, Nathalie, Mr. Cheung Kwok Sing, Mr. Leung Hong Tai, Mr. Tsang Chung Wa and Mr. Tse Kam Wah as executive Directors and Dr. Loke Yu alias Loke Hoi Lam, Mr. Mak Shiu Chung, Godfrey and Mr. Wan Hing Pui as independent non-executive Directors.*