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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Matrix Holdings Limited (the “Company”) will be held at Sunshine Hotel, Imperial Banquet Room IV-V, 2/F., Imperial Wing, 1 Jiabin Road, Shenzhen, China on 4th May, 2012 at 2:30 p.m. for the following purposes:–

1. To receive and consider the audited financial statements for the year ended 31st December, 2011 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. To declare a final dividend.
3. To re-elect directors and authorize the Board of Directors to fix their remuneration.
4. To re-appoint auditors and authorize the Board of Directors to fix their remuneration.

\* *For identification purpose only*

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:–

## **ORDINARY RESOLUTIONS**

A. **“THAT**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of 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 and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares or offer or issue of warrants or options to subscribe for shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

**B. “THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and is recognized by the Securities and Future Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon the passing of the Resolutions set out in paragraph 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to the Resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution set out in paragraph 5B of the notice convening this meeting.”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:–

A. **“THAT** subject to the terms and conditions upon (i) the Bermuda Monetary Authority granting its permission for the grant of options and the issue of shares upon exercise of options under the share option Scheme of the Company (the “2012 Share Option Scheme”) if so required, a copy of which marked “A” is produced to the meeting for the purposes of identification signed by the Chairman thereof; and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares at par value of HK\$0.10 each in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the 2012 Share Option Scheme, the 2012 Share Option Scheme be is hereby approved and adopted and the Board of Directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2012 Share Option Scheme including but without limitation:

- (i) to administer the 2012 Share Option Scheme under which options will be granted to participants eligible under the 2012 Share Option Scheme to subscribe for shares of the Company;
- (ii) to modify and/or amend the 2012 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2012 Share Option Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the 2012 Share Option Scheme provided always that the total number of shares subject to the 2012 Share Option Scheme;
- (iv) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchange upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the 2012 Share Option Scheme; and

(v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2012 Share Option Scheme.

B. **“THAT** the operation of the share option scheme adopted by the Company at the general meeting held on 17th December, 2002 (the “2002 Share Option Scheme”) be and is hereby terminated and that no further options shall be offered or granted pursuant to the terms of the 2002 Share Option Scheme but the options had been granted, if any, during the life of the 2002 Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects the provisions of the 2002 Share Option Scheme shall remain in full force and effect.”

### **SPECIAL RESOLUTION**

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as a Special Resolution:–

**“THAT** the Bye-laws of the Company be amended by as follows:–

(a) By adding the following new Bye-law 41(D):

“Notwithstanding the provisions of Bye-law 41 (A) to (C) above, any shares or securities which are listed on a Designated Stock Exchange may be transferred in accordance with the rules and regulations of that Designated Stock Exchange.”

(b) By deleting the Bye-law 44(iii) in its entirety and substituting it with the following new Bye-law 44(iii):–

“if applicable, the instrument of transfer is properly stamped or in the case of an electronic share transfer the Company is provided with evidence that the proper stamp duty in relation to the transfer has been paid; and”

- (c) By deleting the Bye-law 56 in its entirety and substituting it with the following new Bye-law 56:

“56 (A) Subject to Bye-Law 56(B) below, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meetings as such in the notice calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next (save and except for the annual general meeting for 1999). The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings.

(B) The Company may, by resolution of the Company in general meeting, elect to dispense with the holding of annual general meetings (i) for the year in which it is made and any subsequent year or years, (ii) for a specified number of years, or (iii) indefinitely and such election shall be subject to the provisions of the Act.”

- (d) By deleting the Bye-law 66 in its entirety and substituting it with the following new Bye-law 66:–

“The Chairman shall preside as chairman at every general meeting of the Company.”

- (e) By deleting the Bye-law 67 in its entirety and substituting it with the following new Bye-law 67:–

“If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting or is willing to act as chairman, the Directors present shall choose one of their number as chairman and if only one Director shall be present he shall, if willing to act, preside as chairman. If no Director shall be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be the chairman.”

(f) By deleting the Bye-law 69 in its entirety and substituting it with the following new Bye-law 69:–

(i) “At any general meeting a resolution put to the vote at the meeting shall be decided by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the purpose of this Bye-Law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular to shareholders; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.”

(ii) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

(a) at least 3 members present in person or by proxy or authorized representative for the time being entitled to vote at the meeting;

(b) any member or members present in person or by proxy or authorized representative and holding between them not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or

(c) any member or members present in person or by proxy or authorized representative and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person or by proxy for a member or in the case of a member being a corporation by its duly authorized representative shall be deemed to be the same as a demand by the member”.

- (g) By adding the following new Bye-law 69A:

“Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.”

- (h) By adding the following new Bye-law 69B:

“The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

- (i) By deleting the Bye-law 74 in its entirety and substituting it with the following new Bye-law 74:–

“Subject to any rights or restrictions for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member present in person or by proxy or authorised representative shall have one vote, and on a poll every member present in person or by proxy or by authorised representative shall have one vote for each share of which he is the holder and which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Bye-Law as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.”

- (j) By deleting the Bye-law 89 in its entirety and substituting it with the following new Bye-law 89:–

“No person, other than a retiring Director, shall unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing by any 2 or more shareholders entitled to attend and vote at the meeting holding at the date of the deposit of the

notice in aggregate not less than one-tenth of such of the paid up capital of the Company (not being the person to be proposed) for which such notice is given of his intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least 7 days before the date of the general meeting appointed for such election. The period for lodgment of the notice required under this Bye-Law shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

- (k) By deleting the Bye-law 102 in its entirety and substituting it with the following new Bye-law 102:–

“Unless otherwise determined by an ordinary resolution of the Company, the number of Directors shall not be less than 2 and more than 20.”

- (l) By deleting the Bye-law 107 in its entirety and substituting it with the following new Bye-law 107:–

“The Directors shall as soon as possible after the statutory meeting and after each annual general meeting elect one of their number to be the Chairman. In addition, the Directors may from time to time appoint one or more of their body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director, General Manager, Joint General Manager and/or such other office in the management or business of the Company on such terms and for such period as they may determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.”

- (m) By deleting the Bye-law 112(E) in its entirety.

- (n) By deleting the Bye-law 112(H)(iii) in its entirety.

- (o) By deleting the Bye-law 112(I) in its entirety.

- (p) By deleting the Bye-law 112(J) in its entirety.

- (q) By deleting the Bye-law 113 in its entirety and substituting it with the following new Bye-law 113:–

“The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice thereof shall be given to each Director and alternate Director in writing or by telex or telegram or via electronic mail at the address/email address from time to time notified to the Company by such Director or alternate Director or verbally (including in person or by telephone) or in such other manner as the Directors may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively or retrospectively. A meeting of the Directors or a committee of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

- (r) By deleting the Bye-law 118 in its entirety and substituting it with the following new Bye-law 118:–

“The Chairman shall preside as chairman at meetings of Directors. If at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of the meeting.”

- (s) By deleting the Bye-law 160 in its entirety and substituting it with the following new Bye-law 160:–

“Auditors shall be appointed and removed and their duties regulated in accordance with the Bye-Laws, the Listing Rules and the provisions of the Act. The Directors shall have power to fill any casual vacancy before the end of their period of office and fix the remuneration of the Auditors so appointed.”

- (t) By deleting the Bye-law 163(A)(2) in its entirety and substituting it with the following new Bye-law 163(A)(2):–

“Any notice or document (including any Corporate Communication or a share certificate) may be served on or delivered to any member of the Company either (1) personally or (2) by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by leaving it at that address addressed to the member or (3) as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for giving of notice or document to him or which the person transmitting the notice or document reasonably and bona fide believes at the relevant time will result in such notice or document being duly received by the member or (4) by publishing it by way of advertisement in the newspapers, or (5) by placing it on the Designated Stock Exchange’s website or the Company’s website and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above other than by posting it on a website. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Notwithstanding the foregoing, the Company may deem consent on the part of a member to a corporate communication being made available to him on the Company’s website if such deemed consent is permitted by the Listing Rules.”

- (u) By deleting the Bye-law 164 in its entirety and substituting it with the following new Bye-law 164:–

“Any notice or other document (including any Corporate Communication or a share certificate):

- (A) if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail;

- (B) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member;
- (C) if served by advertisement, shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published;
- (D) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (E) may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations."

By Order of the Board  
**Lai Mei Fong**  
*Company Secretary*

Hong Kong, 27th March, 2012

*Notes:*

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, the forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.
4. In order to qualify for attending and voting at the above meeting or any adjournment thereof, the register of members of the Company will be closed from 2nd May, 2012 to 4th May, 2012, both days inclusive, during which period no transfer of shares can be registered. All share transfers, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at the above address for registration not later than 4:30 p.m. on 30th April, 2012.
5. In addition, in order to qualify for the proposed final dividends, subject to approval at the above meeting and adjournment thereof, the register of members of the Company will also be closed on 10th May, 2012, on such date no transfer of shares can be registered. All share transfers, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at the above address for registration not later than 4:30 p.m. on 9th May, 2012.
6. An explanatory statement containing further details regarding the proposed Resolutions 5B set out in the notice convening the above meeting will be sent to members of the Company together with the annual report 2011.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the shareholders at the annual general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed to be approved at the AGM will be taken by poll.

*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.*