
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sa Sa International Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy and the annual report of the Company for the year ended 31 March 2012 to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**SA SA INTERNATIONAL HOLDINGS LIMITED**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 178)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES AND PURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ADOPTION OF NEW SHARE OPTION SCHEME,
TERMINATION OF 2002 SHARE OPTION SCHEME,
PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

Terms used in this cover page shall have the same meaning ascribed to those terms as defined in the section headed “Definitions” in this circular.

A letter from the Board dated 10 July 2012 is set out on pages 5 to 12 of this circular. The notice convening the AGM to be held at 3/F, Gold Mark Plaza, 502 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 23 August 2012 at 11:00 a.m. is set out on pages 59 to 99 of this circular.

The form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sasa.com) respectively. Whether or not Shareholders are able to attend the AGM, Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should Shareholders so wish and in such event, the form of proxy shall be deemed to be revoked.

10 July 2012

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. Proposed General Mandates to Issue New Shares and to Purchase Shares	6
2. Proposed Re-election of Directors	7
3. Proposed Adoption of the New Share Option Scheme and Termination of the 2002 Share Option Scheme	7
4. Proposed Amendments to the Memorandum and Articles of Association ..	10
5. Annual General Meeting	11
6. Responsibility Statement	12
7. Recommendation	12
8. General	12
 APPENDIX I – EXPLANATORY STATEMENT ON THE PURCHASE MANDATE	 13
 APPENDIX II – BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS STANDING FOR RE-ELECTION	 16
 APPENDIX III – SUMMARY OF PRINCIPAL TERMS OF THE NEW SHARE OPTION SCHEME	 19
 APPENDIX IV – FULL TERMS OF THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION.	 28
 NOTICE OF ANNUAL GENERAL MEETING	 59

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings set out below:

“Adoption Date”	the date that the New Share Option Scheme is approved by ordinary resolution of the Shareholders at the AGM;
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 3/F, Gold Mark Plaza, 502 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 23 August 2012 at 11:00 a.m., notice of which is set out on pages 59 to 99 of this circular, or any adjournment thereof;
“AGM Notice”	the notice of AGM sets out on pages 59 to 99 of this circular;
“Annual Report”	the annual report of the Company for the financial year ended 31 March 2012;
“Articles”	the articles of association of the Company, as the same is amended, modified and/or supplemented from time to time;
“associate(s)”	has the same meaning ascribed to such term in the Listing Rules;
“associated companies”	an associate and/or joint venture as such terms are defined in HKAS 28 and HKAS 31 respectively as amended, modified and/or supplemented from time to time;
“Board”	the board of Directors of the Company;
“Board Lot”	the board lot in which Shares are traded on the Stock Exchange from time to time, being 2,000 Shares as at the Adoption Date;
“business day”	has the same meaning ascribed to such term in the Listing Rules;
“Company”	Sa Sa International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange;

DEFINITIONS

“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as the same is amended, modified and/or supplemented from time to time;
“Connected Person(s)”	has the same meaning ascribed to such term in the Listing Rules;
“Date of Grant”	in respect of an Option, the business day on which the Board (or a duly authorised committee thereof) resolves to make an Offer to a Participant;
“Director(s)”	the director(s) of the Company;
“Grantee”	any Participant who accepts the offer of the grant of an Option in accordance with the terms of the New Share Option Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original Grantee;
“Group”	at any time, the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	6 July 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified and/or supplemented from time to time;
“Memorandum”	the memorandum of association of the Company, as amended, modified and/or supplemented from time to time;
“New Share Option Scheme”	the new share option scheme proposed to be approved by the Shareholders at the AGM, a summary of the principal terms of which is set out in Appendix III to this circular;

DEFINITIONS

“Offer”	the offer of the grant of an Option to a Participant pursuant to the New Share Option Scheme;
“Option”	an option to subscribe for Shares granted pursuant to the New Share Option Scheme;
“Option Period”	a period to be notified by the Board (or a duly authorised committee thereof) to each Grantee at the time of making an Offer which shall not expire later than ten years from the Date of Grant;
“Participant”	any directors (including executive directors, non-executive directors and independent non-executive directors) of the Group and employees of the Group and any advisers, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group who the Board (or a duly authorised committee thereof) considers, in its sole discretion, to have contributed or will contribute to the Group;
“PRC”	the People’s Republic of China;
“Scheme Mandate Limit”	the maximum aggregate number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the aggregate of the Shares in issue of the Company on the Adoption Date, subject to renewal of such limit as approved by Shareholders in accordance with the requirements under the Listing Rules;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and/or supplemented from time to time;
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company, or if there has been a subdivision, consolidation, reduction, reclassification of or reconstruction of or any other alteration to the share capital of the Company, shares forming part of the share capital of the Company;

DEFINITIONS

“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares or securities carrying rights to subscribe for, exchange into or otherwise convert into, Shares for up to 20% of the issued share capital of the Company as at the date of passing the resolution granting such general mandate to the Directors during the period as set out in the ordinary resolution no. 5(1) in the AGM Notice, and if approved by the Shareholder, extending such general mandate by such number of Shares purchased during the period as set out in the ordinary resolution no. 5(3) in the AGM Notice;
“Share Purchase Mandate”	a general mandate to the Directors to exercise the power of the Company to purchase Shares for up to 10% of the issued share capital of the Company as at the date of passing the resolution granting such general mandate to the Directors during the period as set out in the ordinary resolution no. 5(2) in the AGM Notice;
“Shareholder(s)”	holder(s) of the Share(s) for the time being;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to the terms of the New Share Option Scheme;
“Subsidiary”	has the same meaning ascribed to such term in the Listing Rules;
“Substantial shareholder”	has the same meaning ascribed to such term in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, modified and/or supplemented from time to time;
“%”	per cent; and
“2002 Share Option Scheme”	the existing share option scheme of the Company as approved and adopted by the Company on 29 August 2002, which unless otherwise terminated, is due to expire on 28 August 2012.

LETTER FROM THE BOARD



making life beautiful

SA SA INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 178)

Executive Directors

KWOK Siu Ming Simon, *BBS, JP*
(Chairman and Chief Executive Officer)
KWOK LAW Kwai Chun Eleanor, *BBS*
(Vice-chairman)
LOOK Guy
(Chief Financial Officer)

Registered office

P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

Non-executive Director

LEE LOOK Ngan Kwan Christina

Principal place of business

in Hong Kong
14th Floor, Block B
MP Industrial Centre
18 Ka Yip Street
Chai Wan
Hong Kong

Independent Non-executive Directors

CHAN Yuk Shee, *PhD, BBS, JP*
LEUNG Kwok Fai Thomas, *PhD, BBS, JP*
TAM Wai Chu Maria, *GBS, JP*
KI Man Fung Leonie, *SBS, JP*
TAN Wee Seng

10 July 2012

To Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES AND PURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ADOPTION OF NEW SHARE OPTION SCHEME,
TERMINATION OF 2002 SHARE OPTION SCHEME,
PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to give you details of the resolutions relating to, amongst other things, (a) the grant of the Share Issue Mandate to the Directors; (b) the grant of the Purchase Mandate to the Directors; (c) the re-election of retiring Directors; together with other ordinary business; (d) the adoption of the New Share Option Scheme and the termination of the 2002 Share Option Scheme; and (e) the proposed amendments to the Memorandum and Articles set out in the AGM Notice, which will be proposed at the Annual General Meeting for consideration and, where appropriate, approval by the Shareholders.

LETTER FROM THE BOARD

The notice of the Annual General Meeting is set out on pages 59 to 99 of this circular.

1. PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND TO PURCHASE SHARES

At the last annual general meeting of the Company held on 25 August 2011, resolutions were passed giving general mandates to the Directors to allot, issue and deal with Shares and securities carrying rights to subscribe for, exchange or convert into Shares, and to exercise the powers of the Company to purchase Shares. Such general mandates will lapse at the conclusion of the forthcoming Annual General Meeting. Therefore, ordinary resolutions will be proposed at the Annual General Meeting to seek the approval of the Shareholders to:

- (i) grant to the Directors the Share Issue Mandate, being the general mandate to allot, issue and deal with unissued Shares, and securities carrying rights to subscribe for, exchange or convert into Shares, for up to a maximum of 20% of the issued share capital of the Company as at the date of the passing of the ordinary resolution of the Shareholders approving the grant of the Share Issue Mandate;
- (ii) grant to the Directors the Share Purchase Mandate, being the general mandate to make on-market purchases of Shares for up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the ordinary resolution of the Shareholders approving the grant of the Share Purchase Mandate; and
- (iii) extend the Share Issue Mandate by adding to it an amount representing the aggregate nominal amount of the share capital purchased by the Company pursuant to the Share Purchase Mandate.

Such general mandates proposed to be granted to the Directors will continue in force until whichever is the earliest of (the “General Mandate Expiry Date”):

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the relevant general mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Company has no present intention to purchase its shares. Nevertheless, on the basis of 2,819,168,730 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Share Issue Mandate and the Share Purchase Mandate are passed at the Annual General Meeting; and (ii) no further Shares or securities of the Company carrying rights to subscribe for, exchange or convert into Shares are issued or purchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to allot and issue a maximum of 563,833,746 Shares under the Share Issue Mandate and purchase a maximum of 281,916,873 Shares under the Share Purchase Mandate.

LETTER FROM THE BOARD

Details of the Share Issue Mandate and Share Purchase Mandate are set out in the proposed ordinary resolutions no. 5(1) and no. 5(2) respectively in the AGM Notice. An explanatory statement, as required under the Listing Rules, to provide you with the requisite information regarding the Share Purchase Mandate is set out in Appendix I to this circular.

Conditional on the passing of the resolution granting the Share Issue Mandate and the resolution granting the Share Purchase Mandate, an ordinary resolution will also be proposed for Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Share Purchase Mandate during the period from the date of the passing of the ordinary resolution of the Shareholders approving the grant of the Share Purchase Mandate and the General Mandate Expiry Date.

Details of the extension of the Share Issue Mandate are set out in the proposed ordinary resolution no. 5(3) in the AGM Notice.

2. PROPOSED RE-ELECTION OF DIRECTORS

It is provided in article 116 of the Articles that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to, but not less than one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Pursuant to article 116 of the Articles, Mrs Lee Look Ngan Christina, Mr Tan Wee Seng and Ms Ki Man Fung Leonie shall retire by rotation at the Annual General Meeting. Mr Tan Wee Seng and Ms Ki Man Fung Leonie, being eligible, will offer themselves for re-election. Though also eligible for re-election, Mrs Lee Look Ngan Christina will not offer herself for re-election.

Details of the above retiring Directors that are required to be disclosed under Rule 13.74 of the Listing Rules are set out in Appendix II to this circular.

3. PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE 2002 SHARE OPTION SCHEME

(a) Proposed Termination of the 2002 Share Option Share

The 2002 Share Option Scheme was adopted by the Company on 29 August 2002 and will expire on 28 August 2012. The Directors consider that it is in the best interests of the Company to adopt the New Share Option Scheme in place of the 2002 Share Option Scheme, and therefore propose that the 2002 Share Option Scheme be terminated and the New Share Option

LETTER FROM THE BOARD

Scheme be adopted by the Shareholders at the AGM. Upon termination of the 2002 Share Option Scheme, no further options will be granted under the 2002 Share Option Scheme. However, the terms of the 2002 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination, or otherwise to the extent as may be required in accordance with the terms of the 2002 Share Option Scheme. All options granted under the 2002 Share Option Scheme prior to its termination will continue to be valid and exercisable in accordance with the terms of the 2002 Share Option Scheme.

As at the Latest Practicable Date, the Company had granted 60,037,778 options to subscribe for a total of 60,037,778 Shares under the 2002 Share Option Scheme which are still outstanding. As at the Latest Practicable Date, the percentage of the Shares to be issued upon exercise of all the outstanding options granted under the 2002 Share Option Scheme to the total issued share capital of the Company is 2.13 per cent (60,037,778 being the Shares to be issued upon exercise of all the outstanding options granted under the 2002 Share Option Scheme and 2,819,168,730 being the total issued share capital of the Company). The Company has no intention to grant further options under the 2002 Share Option Scheme from the Latest Practicable Date to the date of the AGM.

(b) Proposed Adoption of New Share Option Scheme

The purpose of the New Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole. The scope of Participants proposed for the New Share Option Scheme is broadly the same as to the scope of the Participants under the 2002 Share Option Scheme.

It is in the best interests of the Company to adopt the New Share Option Scheme in place of the 2002 Share Option Scheme for the following reasons:

- (a) The 2002 Share Option Scheme will be due for expiry very soon, on 28 August 2012;
- (b) The New Share Option Scheme is more up-to-date, with provisions that reflect the changes made to the Listing Rules in respect of share options schemes of companies listed on the Stock Exchange since the date of adoption of the 2002 Share Option Scheme; and
- (c) The New Share Option Scheme continues to provide incentives to the Participants with the opportunity to acquire proprietary interests in the Company, and incentivize Participants, so that the Company would be able to continue to retain and reward high caliber employees and agents and other people that have made substantive contribution to the Group, and align their interests with the Company and its subsidiaries.

The New Share Option Scheme sets out the basis for determining the minimum subscription price (as described in paragraph 11 in Appendix III) and provides that the Company may specify the date or dates on which an Option will vest or may be exercised in

LETTER FROM THE BOARD

the grant of an Option (as described in paragraph 9 of Appendix III). The New Share Option Scheme will not prescribe specific performance targets that must be met before an Option can be exercised. However, the New Share Option Scheme will give the Board (or a duly authorised committee thereof) discretion to impose such conditions on the Options where appropriate. The Directors consider that it may not always be appropriate to impose such conditions particularly when the purpose of granting options is to remunerate or compensate employees of the Group. The Directors consider it more beneficial to the Company to retain the flexibility to determine when such conditions are appropriate. The Directors believe that these provisions, as well as such other terms as may be determined by the Board (or a duly authorised committee thereof), will serve to protect the value of the Company as well as to achieve the purpose of the New Share Option Scheme.

The Board (or a duly authorised committee thereof) will be responsible for administering the New Share Option Scheme. There are no trustees appointed for the purposes of the New Share Option Scheme.

The adoption of the New Share Option Scheme is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM approving the termination of the 2002 Share Option Scheme and the adoption of the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares falling to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

Application has been made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares, representing a maximum of 10% of the Company's issued share capital as at the Adoption Date, which fall to be issued pursuant to the exercise of the Options to be granted under the New Share Option Scheme and any other share option scheme of the Company. The total number of Shares which may be issued upon exercise of all Options under the New Share Option Scheme and any other share option scheme is 281,916,873. The percentage of those Shares upon exercise of all Options under the New Share Option Scheme and any other share option scheme to the total issued share capital of the Company is 10% per cent.

A summary of the principal terms of the New Share Option Scheme which is proposed to be approved and adopted by the Company at the AGM is set out in Appendix III to this circular. A copy of the New Share Option Scheme will be available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m. (save for Saturdays, Sundays and public holidays) at 14th Floor, Block B, MP Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong from the date of this circular up to the date of the AGM (for a period of not less than 14 days) and at the AGM.

(c) Comparison with the Terms of 2002 Share Option Scheme

The terms of the New Share Option Scheme and the 2002 Share Option Scheme are broadly similar. A few changes have been made to reflect changes to the Listing Rules and to market practice in this area since the 2002 Share Option Scheme was adopted.

LETTER FROM THE BOARD

Apart from the house keeping improvements made to the provisions of the New Share Option Scheme, some of the more major differences are (i) the extension of black out period to 60 days before the publication of the Company's annual results from one month and set the black out periods for half year and other interim results at 30 days in compliance with the current Listing Rules and the requirements under the Model Code for Securities Transactions by Directors of Listed Issuers; (ii) certain circumstances were explicitly excluded when referring to the periods in which an Option shall lapse automatically; (iii) the definition of Shares was refined to include new Shares upon exercise of Options or other options granted under any other share option scheme of the Company, issue of new Shares upon exercise of any securities carrying rights to subscribe for, exchange or convert into, new Shares ("Convertible Securities"), and an issue of Shares or Convertible Securities; (iv) a new provision was inserted which stipulates that the grantee shall be responsible for all taxes arising from the taking up of any Offer to him for grant of the Options, the grant and exercise of the Options, taking up of new Shares upon exercise of the Options and realization of Options and/or the underlying Shares the subject of the Options; and (v) a new provision was inserted which stipulates that the Courts of Hong Kong shall have exclusive jurisdiction to determine any claim, dispute or difference arising out of or in connection with the New Share Option Scheme or any Options granted under it.

(d) Valuation of Options

The Directors consider that it is not appropriate to disclose the value of all Options that can be granted pursuant to the New Share Option Scheme as if they had been granted on the Latest Practicable Date prior to the approval of the New Share Option Scheme as the calculation of such value depends on a number of variables which cannot be ascertained at this stage, or can only be ascertained subject to a number of theoretical bases and speculative assumptions. Such variables include the share price at the grant date, the exercise price, volatility and dividend yield, expected option life and the annual risk-free interest rate. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions will not be meaningful and may be misleading to Shareholders.

(e) Proposed Resolutions

At the AGM, ordinary resolutions of the Shareholders for easier administration of the Company, will be proposed to approve the termination of the 2002 Share Option Scheme and the adoption of the New Share Option Scheme. No Shareholder is required to abstain from voting at the AGM.

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Memorandum and Articles in order to bring them up to date and in line with the current revised requirements under the Listing Rules which became effective on 1 January 2012. The amendments include also certain house-keeping improvements to the current Memorandum and Articles which do not change the substance of the Memorandum and Articles in any material way.

LETTER FROM THE BOARD

The proposed amendments to the Memorandum and Articles are subject to approval by the Shareholders by way of special resolution to be passed at the Annual General Meeting.

The major amendments include the following:

- to remove 5% threshold for voting on a resolution in which a director has an interest;
- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll;
- to require Shareholders' approval at a general meeting of any proposal to remove an auditor before the end of its term of office; and
- to adopt certain changes to reflect recent amendments made to the Companies Law and other house-keeping improvements.

Details of the proposed amendments to the Memorandum and Articles are set out in special resolution no. 7 in the AGM Notice contained in this circular.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the proposed amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a company incorporated in the laws of Cayman Islands and listed on the Stock Exchange.

Shareholders are advised that although the Memorandum and Articles are available in both English and Chinese, the Chinese translation is for reference only. In case of any inconsistency, the English version shall prevail.

The Memorandum and Articles will be available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m. (save for Saturdays, Sundays and public holidays) at 14th Floor, Block B, MP Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong from the date of this circular up to the date of the Annual General Meeting (for a period of not less than 14 days) and at the AGM.

At the Annual General Meeting, a special resolution will be proposed to approve the amendments to the Memorandum and Articles set out in special resolution no. 7 in the AGM Notice contained in this circular.

5. ANNUAL GENERAL MEETING

Set out on pages 59 to 99 of this circular is Notice of the AGM to be held on Thursday, 23 August 2012. A form of proxy for use in connection with the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions

LETTER FROM THE BOARD

printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the Annual General Meeting shall be taken by poll. On a poll every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of Shareholders.

An announcement of the poll results of the Annual General Meeting will be published on the websites of the Stock Exchange and the Company.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the Notice are all in the best interests of the Company and Shareholders. The Directors therefore recommend Shareholders to vote in favour of all of the resolutions to be proposed at the Annual General Meeting.

8. GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
KWOK Siu Ming Simon
Chairman and CEO

APPENDIX I EXPLANATORY STATEMENT ON THE PURCHASE MANDATE

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information necessary for their consideration of the Share Purchase Mandate.

1. Stock Exchange Rules for Purchases of Company's Own Shares

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which is summarised in the paragraph below.

The Listing Rules provide that all proposed purchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval and that the shares to be purchased must be fully paid up.

2. Funding Purchases

Any purchases will be made out of the Company's internal funds and resources which are legally available for the purpose in accordance with the Memorandum and Articles, the Companies Law and the Listing Rules. There might be a material adverse effect on the working capital or gearing position of the Group, as compared with the position disclosed in the audited financial statements contained in the Annual Report, in the event that the Share Purchase Mandate is exercised in full at any time. However, the Board does not propose to exercise the Share Purchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or its gearing levels which, in the opinion of the Board, are from time to time appropriate for the Group.

3. Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,819,168,730 Shares.

Subject to the passing of the resolution for the grant of the Share Purchase Mandate at the AGM and on the basis of 2,819,168,730 Shares in issue and assuming no further Shares are issued or purchased between the Latest Practicable Date and the date of AGM, the Company will be allowed under the Share Purchase Mandate to purchase a maximum of 281,916,873 Shares during the course of the period ending on the earlier of: (i) the date of the next annual general meeting following the AGM; (ii) the expiration of the period within which the next annual general meeting of the following the AGM is required by the Memorandum and Articles or any applicable laws of the Cayman Islands to be held; and (iii) the date upon which such Share Purchase Mandate is revoked or varied.

4. Reasons for Purchases

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to purchase Shares on the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

5. Undertaking of the Directors

The Directors have undertaken to the Stock Exchange to exercise the Share Purchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles. The Company has further confirmed to the Stock Exchange that this Explanatory Statement as set out in this Appendix I contains all information required under Rule 10.06(1)(b) of the Listing Rules and that neither the Explanatory Statement as contained herein nor the proposed Share Purchase Mandate has unusual features.

6. Effect of Takeovers Code

As at the Latest Practicable Date, Dr Kwok Siu Ming Simon and his wife, Dr Kwok Law Kwai Chun Eleanor were beneficially interested in 1,837,740,800 Shares, representing approximately 65.19 per cent. of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercise in full the power to purchase Shares under the Share Purchase Mandate, the shareholding of Dr Kwok Siu Ming Simon and Dr Kwok Law Kwai Chun Eleanor in the Company would increase to approximately 72.43 per cent. of the issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any purchases made pursuant to the Share Purchase Mandate as at the Latest Practicable Date. At present, the Directors have no intention to exercise in full the power to purchase Shares under the Share Purchase Mandate.

7. Directors, their Associates and their Connected Persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their respective associates, has any present intention, in the event that the Share Purchase Mandate is approved by Shareholders, to sell Shares to the Company. No Connected Person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

8. General**Share purchase made by the Company**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Share prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months immediately prior to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2011		
July	6.35	5.00
August	6.96	5.20
September	6.34	3.96
October	5.07	3.91
November	5.48	4.20
December	4.92	4.10
2012		
January	5.40	4.22
February	5.20	4.56
March	4.83	4.41
April	4.95	4.38
May	5.05	3.99
June	4.88	4.10
July (up to and including the Latest Practicable Date)	4.95	4.73

The following are the biographical details of the two Directors who will retire and stand for re-election at the forthcoming AGM:

Mr Tan Wee Seng

Mr Tan, aged 56, was appointed as a non-executive director of the Company on 11 March 2010 and was re-designated as an independent non-executive director on 26 June 2012¹. He is a professional in value and business management consultancy. Mr Tan is currently a director of the following companies the securities of which are listed on the securities market in Hong Kong or overseas:

1. independent director of ReneSola Ltd (listed on the New York Stock Exchange);
2. independent director of 7 Days Group Holdings Limited (listed on the New York Stock Exchange);
3. non-executive director of Xtep International Holdings Limited (listed on the Main Board of the Stock Exchange);
4. independent non-executive director of Biostime International Holdings Limited (listed on the Main Board of the Stock Exchange).

He is also a board member of Beijing City International School and a director of Landgent Group Company Limited.

Mr Tan has over 34 years of financial, operation and business strategy as well as management experience and has also held various senior management positions in a number of multinational and Chinese corporations. From 2003 to 2008, he was an executive director, chief financial officer and company secretary of Li Ning Company Limited, the shares of which are listed on the Main Board of the Stock Exchange. From 1999 to 2002, he was the senior vice president of Reuters for the China, Mongolia and North Korea regions, and the chief representative of Reuters in China. Prior to that, he had served as the managing director of AFE Computer Services Limited, a Reuters subsidiary in Hong Kong which was a major domestic equity and financial information services company, and as director of Infocast Pty Limited, a Reuters subsidiary in Australia, and as the regional finance manager of Reuters East Asia.

Mr Tan is a fellow member of the Chartered Institute of Management Accountants, United Kingdom, and a fellow member of the Hong Kong Institute of Directors.

Save as aforesaid, Mr Tan does not hold any other directorships in the last three years in companies the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications.

1. Please refer to the announcement published by the Company on 26 June 2012.

Mr Tan meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received his written independence confirmation. The Board considers him to be independent.

There is no service contract between Mr Tan and the Company but pursuant to the appointment letter dated 26 August 2010, his current appointment is for a term of three years from 26 August 2010 to 25 August 2013, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association and the Listing Rules. The Director's fees payable to Mr Tan is HK\$257,400 per annum, which is determined by the Board following recommendations by the Remuneration Committee with reference to the fees payable by companies of comparable business and scale.

As at the Latest Practicable Date, Mr Tan does not hold any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He does not hold any other position within the Company or its subsidiaries and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as aforesaid, the Company is not aware of any other matters relating to the re-election of Mr Tan that need to be brought to the attention of the Shareholders nor information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Ms Ki Man Fung, Leonie, SBS, J.P.

Ms Ki, aged 65, was appointed as an independent non-executive director of the Company on 15 December 2006 and is currently a member of the Audit Committee and a member of the Remuneration Committee of the Company.

A graduate of The University of Hong Kong, Ms Ki is a veteran advertising professional with over 35 years of experience in integrated communication and marketing services, especially in advertising and public relations. She was the founder, partner and chairman/chief executive officer of Grey Hong Kong Advertising Limited and Grey China Advertising Limited. In 1995, she helped set up The Better Hong Kong Foundation and was its first chief executive.

Ms Ki is Managing Director of New World China Enterprises Projects Limited that manages a private equity fund. She is also a director of the following companies, the securities of which are listed on the Stock Exchange:

1. independent non-executive director of Clear Media Limited; and
2. executive director of New World Development Company Limited.

In relation to charity and community services, Ms Ki is currently the Vice Chairman and council member of UNICEF, a life member of the Children's Cancer Foundation, Trustee of Ocean Park Conservation Fund, Honorary Secretary of Wu Zhi Qiao Charitable Foundation, a member of the Sports Commission of Hong Kong, and a member of the Hong Kong Housing Society. In relation to education services, she is a court and council member of Lingnan University of Hong Kong, a member of the Asian Advisory Board of Cheng Yu Tung Management Institute, Richard Ivey School of Business (University of Western Ontario, Canada), a member of the Advisory Board of the EMBA Programme of Chinese University of Hong Kong, and a member of the Career Advisory Board of HKU.

Ms Ki is a member of The Chinese People's Political Consultative Conference of Yunnan Province in the PRC, and an Honorary University Fellow of both Open University of Hong Kong and The University of Hong Kong. She was conferred a Chapter Honoree Award by the Chinese University of Hong Kong Chapter of Beta Gamma Sigma and was awarded the Silver Bauhinia Star by the Government of the Hong Kong Special Administrative Region ("HKSAR"). She was also appointed a Justice of Peace by the Government of HKSAR in 2005.

Save as aforesaid, Ms Ki does not hold any other directorships in the last three years in companies the securities of which are listed on any securities market in Hong Kong or overseas, and she does not have any other major appointments or professional qualifications.

Ms Ki meets the independence guidelines set out in Rule 3.13 of the Listing Rules and the Company has received her annual written independence confirmation. The Board considers her to be independent.

There is no service contract between Ms Ki and the Company but pursuant to the appointment letter dated 25 June 2009, her current appointment is for a term of three years from 15 December 2009 to 14 December 2012, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association and the Listing Rules. The Director's fees payable to Ms Ki is HK\$257,400 per annum, which is determined by the Board following recommendations by the Remuneration Committee with reference to the fees payable by companies of comparable business and scale.

As at the Latest Practicable Date, Ms Ki does not hold any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. She does not hold any other position within the Company or its subsidiaries and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as aforesaid, the Company is not aware of any other matters relating to the re-election of Ms Ki that need to be brought to the attention of the Shareholders nor information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The following is a summary of the principal terms of the Scheme:

1. The purpose of the New Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.
2. The New Share Option Scheme shall be subject to the administration of the Board (or a duly authorised committee thereof) whose decision as to all matters arising in relation to the New Share Option Scheme or its interpretation or effect shall be final and binding on all parties.
3. The categories of the Participant under the New Share Option Scheme are any directors (including executive directors, non-executive directors and independent non-executive directors) of the Group and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group who the Board (or a duly authorised committee thereof) considers, in its sole discretion, to have contributed or will contribute to the Group.
4. Each grant of Options to any director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, or any of their respective associates shall be subject to the prior approval of the independent non-executive directors of the Company (excluding any independent non-executive director who is proposed Grantee of the Option or an associate thereof). Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled or outstanding) to such person in the 12 month period up to and including the date of such grant:
 - (i) representing in aggregate over 0.1 per cent. (or such other percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million (or such other amount as may from time to time be specified by the Stock Exchange),

such grant of Options shall be subject to prior approval by resolution of the Shareholders (voting by way of poll) on which all connected person of the Company shall abstain from voting in favour but (for the avoidance of doubt), any connected person may without affecting the validity of the relevant resolution vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith.

5. No Offer shall be made to, nor shall any Offer be capable of acceptance by, any Participant at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any other applicable rules, regulations or law.

6. The maximum aggregate number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the New Share Option Scheme and other share option schemes of the Company must not in aggregate exceed 30% of the total number of Shares of the Company in issue from time to time (the “Limit”). No option may be granted under any schemes of the Company if this will result in the Limit being exceeded.
 - (i) The maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme (when aggregated with any Shares subject to any other share option scheme(s) of the Company) shall not exceed the Scheme Mandate Limit. Option lapsed in accordance with the terms of the New Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

 - (ii) The Scheme Mandate Limit referred to in paragraph 6(i) may be renewed at any time subject to prior Shareholders’ approval but in any event shall not exceed 10 percent of the issued share capital of the Company as at the date of approval of the renewal of the Scheme Mandate Limit. Option previously granted under the New Share Option Scheme or any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not counted for the purpose of calculating the renewed Scheme Mandate Limit.

 - (iii) The Company may grant Options beyond the Scheme Mandate Limit to Participants if:
 - (a) the Company has first sent a circular to Shareholders containing a generic description of the specified Participants in question, the number and terms of the Options to be granted, the purpose of granting Options to the specified Participants with an explanation as to how the terms of the Options serve such purpose and other relevant information as required under the Listing Rules; and

 - (b) separate Shareholder’s approval has been obtained.

7. The maximum number of Shares in respect of which Options may be granted to a specifically identified single Participant under the New Share Option Scheme shall not (when aggregated with any Shares subject to any other share option scheme(s) of the Company and including exercised, cancelled and outstanding options) in any 12-month period exceed 1 percent of the Shares in issue (the “Individual Limit”). The Company may grant Options beyond the Individual Limit to a Participant at any time if:
 - (i) the Company has first sent a circular to Shareholders containing the identity of the Participant in question, the number and terms of the Options to be granted (and Options previously granted to such Participant) and other relevant information as required under the Listing Rules; and
 - (ii) separate Shareholder’s approval has been obtained in general meeting with the proposed relevant Participant and his associates abstaining from voting.
8. The Option Period is the period to be notified by the Board (or a duly authorised committee thereof) to each Grantee at the time of making an Offer which shall not expire later than 10 years from the Date of Grant.
9. On and subject to the terms of the New Share Option Scheme, the Board (or a duly authorised committee thereof) shall be entitled at any time within 10 years after the Adoption Date to make an Offer to any Participant as the Board (or a duly authorised committee thereof) may in its absolute discretion select to take up an Option pursuant to which such Participant may, during the Option Period, subscribe for such number of Shares as the Board (or a duly authorised committee thereof) may determine at the Subscription Price. The Offer shall specify the terms of which the Option is to be granted. Such terms may at the discretion of the Board (or a duly authorised committee thereof), include (i) a minimum period for which an Option must be held before it can be exercised and/or (ii) a performance target that must be reached, before the Option can be exercised in whole or in part; and (iii) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.
10. An Offer shall be deemed to have been accepted and an Option shall be deemed to have been granted and accepted and shall take effect when the duplicate letter comprising acceptance of the Offer duly signed by the Grantee with the number of Shares in respect of which the Offer is accepted clearly stated therein together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company at its principal place of business in Hong Kong or such other address as specified in the Offer within 30 days from the Date of Grant. Such remittance shall in no circumstances be refundable. An Offer shall be made to a Participant by letter in such form as the Board (or a duly authorised committee thereof) may from time to time determine requiring the Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the New Share Option Scheme and shall remain open for acceptance by the Participant concerned for a period of 30 days from the Date of Grant.

11. The Subscription Price shall be determined by the Board (or a duly authorised committee thereof) in its absolute discretion but in any event shall not be less than the greater of:
 - (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant;
 - (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; or
 - (iii) the nominal value of a Share.

12. The Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the Memorandum and Articles for the time being in force and shall rank pari passu in all respects (including all voting, dividend, transfer and other rights as well as those arising on a liquidation of the Company) with the fully paid Shares in issue on the date on which those Shares are allotted on exercise of the Option and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made after the date on which Shares are allotted other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted.

13. Subject to the provisions of the New Share Option Scheme, the New Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options shall be offered or granted but the provisions of the New Share Option Scheme shall remain in full force and effect in all other respects. Options granted during the life of the New Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the ten-year period.

14. In the event of the Grantee, ceasing to be a Participant by reason of his death, his legal personal representative(s) may exercise the Option up to the Grantee's entitlement (to the extent not already exercised) within the period of 12 months following his death provided that where any of the events set out in paragraphs 18, 19, 20 and 21 occurs prior to his death or within such period of 6 months following his death, then his personal representative(s) may so exercise the Option within such of the various periods respectively set out in such paragraphs provided further that if within a period of 3 years prior to the Grantee's death, the Grantee had committed any of the acts specified in paragraph 22(f) which would have entitled the Company to terminate his employment prior to his death, the Board (or a duly authorised committee thereof) may at any time forthwith terminate the Option (to the extent not already exercised) by written notice to the Grantee's legal personal representative(s)

and/or to the extent the Option has been exercised in whole or in part by his legal personal representative(s), but Shares have not been allotted, he shall be deemed not to have so exercised such Option and the Company shall return to him the amount of the Subscription Price for the Shares in respect of the purposed exercise of such Option.

15. In the event of a Grantee who is an employee or a director of the Company or another member of the Group ceasing to be a Participant for any reason other than his death or the termination of his employment or directorship on one or more of the grounds specified in paragraph 22(f), the Option (to the extent not already exercised) shall lapse on the date of cessation of such employment (which date shall be the last actual working day with that member of the Group whether salary is paid in lieu of notice or not) and shall cease to be exercisable provided that the Board (or a duly authorised committee thereof) may by written notice to such Grantee within one month from the date of such cessation determine that the Option (or such remaining part thereof) shall become exercisable within such period as the Board (or a duly authorised committee thereof) may determine following the date of such cessation.
16. In the event of a Grantee who is an employee or a director of the Company or another member of the Group ceasing to be a Participant as and when determined by the Board (or a duly authorised committee thereof) by resolution for any reason other than his death the Board (or a duly authorised committee thereof) may by written notice to such Grantee within one month from the date of such cessation determine the period within which the Option (or such remaining part thereof) shall be exercisable following the date of such cessation.
17. In the event of the Grantee ceasing to be a Participant by reason of the termination of his employment or directorship on one or more of the grounds specified in paragraph 22(f) and the Grantee has exercised the Option in whole or in part pursuant to the New Share Option Scheme, but Shares have not been allotted to him, the Grantee shall be deemed not to have so exercised such Option and the Company shall return to the Grantee the amount of the Subscription Price for the Shares in respect of the purported exercise of such Option.
18. If a general offer by way of takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph 19 below) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Company shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the Option at any time within such period as shall be notified by the Board (or a duly authorised committee thereof).
19. If a general offer for Shares by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of

Shares at the requisite meetings, the Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Board (or a duly authorised committee thereof)) exercise the Option.

20. In the event a notice is given by the Company to its Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.
21. In the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 19 above, between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement and the Grantee may at any time thereafter but before such time as shall be notified by the Company exercise the Option, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.
22. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:
 - (a) the expiry of the Option Period (subject to the provision of the New Share Option Scheme);
 - (b) the expiry of the periods referred to in paragraphs 14-21;
 - (c) the expiry of the period referred to in paragraph 18 provided that if any court of competent jurisdiction makes an order the effect of which is to prohibit the offeror from acquiring the remaining Shares in the Offer, the relevant period within which Options may be exercised shall not begin to run until the discharge of the order in question or unless the offer lapses or is withdrawn before that date;
 - (d) subject to the scheme of arrangement (referred to in paragraph 19) becoming effective, the expiry of the period for exercising the Option as referred to in paragraph 19;

- (e) the date of the commencement of the winding-up of the Company;
 - (f) the date on which the Grantee (if an employee or director of the Company or another member of the Group) ceases to be a Participant by reason of the termination of his employment or directorship on the grounds that he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily. A resolution of the Board (or a duly authorised committee thereof) to the effect that the employment of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph 22(f) shall be conclusive evidence;
 - (g) the date on which the Grantee commits a breach of paragraph 23; and
 - (h) subject to paragraph 15, the date the Grantee, ceases to be a Participant for any other reason.
23. An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee without incurring any liability on the part of the Company.
24. In the event of any alteration to the capital structure of the Company whilst any Option remains exercisable, arising from capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company, or otherwise howsoever in accordance with legal requirements and requirements of the Stock Exchange other than any alteration in the capital structure of the Company as a result of an issue of new Shares upon exercise of Options or other options granted under any other share option scheme of the Company, any issue of Shares upon exercise of securities carrying rights to subscribe for, exchange or convert into new Shares (“Convertible Securities”), an issue of Shares or Convertible Securities as consideration in a transaction to which the Company is a party, such corresponding alterations (if any) shall be made in:
- (a) the number or nominal amount of Shares subject to the Options so far as unexercised;
 - (b) the Subscription Price;

- (c) the securities to which the Option relates; and
- (d) the method of exercise of the Option.

or any combination thereof. In respect of any such adjustments, other than any made on a capitalization issue, the auditors of the Company (“Auditors”) or the independent financial adviser to the Company must confirm to the Company in writing to the Board that either generally or as regards any particular Grantee to be in their opinion fair and reasonable provided that any such adjustments give a Grantee the same proportion of equity capital of the Company as to which that Grantee was previously entitled but no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. The capacity of the Auditors or the independent financial adviser to the Company in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. The costs of the Auditors or the independent financial adviser to the Company shall be borne by the Company.

- 25. The Company by ordinary resolution in general meeting or by resolution of the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect. Options which are granted during the life of the New Share Option Scheme and remain unexpired immediately prior to the termination of the operation of the New Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the termination of the New Share Option Scheme.
- 26. Those specific provisions of the New Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants, and no changes to the authority of the Board in relation to any alteration of the terms of the New Share Option Scheme shall be made, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature, or any change to the terms of Options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.
- 27. Notwithstanding any other provision of the New Share Option Scheme, the Board (or a duly authorised committee thereof) shall be entitled as its absolute discretion at any time and from time to time to cancel any Option, either in whole or in part, after notice of exercise thereof has been given by the Grantee but before the Company has issued and allotted any Shares pursuant to the exercise of that Option, by giving notice in writing to the Grantee stating that such Option is thereby cancelled.

28. If any Option shall be cancelled pursuant to paragraph 27, the Grantee shall, subject as provided in the New Share Option Scheme, be entitled to be paid by the Company a refund of the Subscription Price paid on exercise of such Option together with an additional payment in cash to compensate him for such cancellation, calculated in accordance with the formula below. Such refund and payment shall be made within 14 business days of the Company giving notice of such cancellation and once such refund and payment has been made by the Company, the Grantee shall have no other claim against the Company in connection with any Option so cancelled. Any refund and payment shall be made by the Company out of funds which are legally available for the purpose in accordance with all applicable laws. The amount of payment shall be calculated by reference to the following formula:

$$(A \times B) - C$$

where

A is the number of Shares that would have been issued on exercise of the Option (the “Applicable Shares”);

B is the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days on which the Stock Exchange is open for business last preceding the date the Company receives notice of exercise of the Option; and

C is the aggregate Subscription Price for the Applicable Shares.

provided that if the calculation shall result in a negative figure it shall be deemed to equal zero.

(1) Details of the Amendments to the Memorandum of Association of the Company are set out as follows:

(i) Heading, Clauses 4, 6 and 7

All references to “the Companies Law (2007 Revision)” are proposed to be amended to “the Companies Law (2011 Revision).”

(ii) Clause 2

The original Clause 2 which provides as follows:

“The Registered Office of the Company shall be at the offices of Maples and Calder, P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies or at such other place as the Board may from time to time decide.”

is proposed to be amended as follows:

“The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, British West Indies or at such other place as the Board may from time to time decide.”

(2) Details of the Amendments to the Articles of Association of the Company be amended as follows:

(i) Table of Contents

A table of contents is proposed to be inserted prior to the first page of the Articles of Association of the Company.

(ii) Heading and Article 2

All references to “the Companies Law (2007 Revision)” are proposed to be amended to “the Companies Law (2011 Revision)”.

(iii) Article 2

(a) The original definition of “Electronic Signature” which provides as follows:

““Electronic Signature” means the electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication”

is proposed to be amended as follows:

““Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication”

- (b) The original definition of “Electronic Transaction Law” which provides as follows:

““Electronic Transaction Law” means the Electronic Transaction Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor”.

is proposed to be amended as follows:

““Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor”.

- (c) It is proposed that the following new defined term be added after “HK Code on Takeovers & Mergers” and before “Listing Rules”:

““Independent Non-Executive Director” shall mean a person recognised as such by the relevant code, rules and regulations applicable to the listing of the shares on the Exchange”.

- (d) The original definition of “published in the newspapers” which provides as follows:

““published in the newspapers” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules”.

is proposed to be amended as follows:

““published in the newspapers” shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules”.

- (e) It is proposed that the following new defined term be added after “registration office” and before “seal”:

““rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings”.

- (f) The final paragraph of Article 2 which provides as follows:

“Section 8 of the Electronic Transactions Law shall not apply.”

is proposed to be amended as follows:

“Sections 8 and 19 of the Electronic Transactions Law shall not apply.”

(iv) Article 3

The original Article 3 which provides as follows:

“The capital of the Company at the date of the adoption of these Articles is HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each.”

is proposed to be amended as follows:

“The authorized capital of the Company at the date of the adoption of these Articles is HK\$800,000,000 divided into 8,000,000,000 shares of a nominal or par value of HK\$0.10 each.”

(v) Article 4

The original Article 4 which provides as follows:

“Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Law and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company.”

is proposed to be amended as follows:

“Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Law and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.”

(vi) Article 6

The original Article 6(a) which provides as follows:

“If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.”

is proposed to be amended as follows:

“If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or by duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.”

(vii) Article 7

(a) The original Article 7 which provides as follows:

“Subject to the Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection

with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.”

is proposed to be renumbered as Article 7(a) and amended as follows:

“Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.”

- (b) It is proposed that a new Article 7(b) be inserted immediately after Article 7(a) as follows:

“The Board may accept the surrender for no consideration of any fully paid share.”

(viii) Article 9

- (a) The original Article 9(a) which provides as follows:

“Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.”

is proposed to be amended as follows:

“Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.”

- (b) The original Article 9(b) which provides as follows:

“Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.”

is proposed to be amended as follows:

“Where the Company purchases or redeems any of its shares, purchases or redemptions not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.”

(ix) Article 10

The original Article 10(b) which provides as follows:

“The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.”

is proposed to be amended as follows:

“The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.”

(x) Article 14

- (a) The original Article 14(a) which provides as follows:

“The Board shall cause to be kept at such place within or outside the Cayman Islands as they deem fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Law.”

is proposed to be amended as follows:

“The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Law.”

- (b) It is proposed that a new paragraph (e) be inserted after paragraph (d) in Article 14 as follows:

“For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”

(xi) Article 15

- (a) The original Article 15(a) which provides as follows:

“Except when the register of members is closed, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.”

is proposed to be amended as follows:

“Except when the register of members is closed, and, if applicable, subject to the additional provisions of sub-paragraph (c) below, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.”

- (b) The original Article 15(b) which provides as follows:

“The reference to business hours is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.”

is proposed to be amended as follows:

“The reference to business hours in sub-paragraph (a) above is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.”

- (c) The original Article 15(c) which provides as follows:

“The register may, on the Company giving at least 14 days’ notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.”

is proposed to be amended as follows:

“The register may, on the Company giving at least 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by announcement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by announcement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.”

- (d) It is proposed that a new paragraph (e) be inserted after paragraph (d) in Article 15 as follows:

“In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.”

(xii) Article 16

The original Article 16 which provides as follows:

“Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.”

is proposed to be amended as follows:

“Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 43, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”

(xiii) Article 18

The original Article 18 which provides as follows:

“Every share certificate shall specify the number of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.”

is proposed to be amended as follows:

“Every share certificate shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.”

(xiv) Article 20

The original Article 20 which provides as follows:

“If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.”

is proposed to be amended as follows:

“If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or such lesser sum as the Board may from time to time require and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.”

(xv) Article 31

The original Article 31 which provides as follows:

“The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom from residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.”

is proposed to be amended as follows:

“The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.”

(xvi) Article 37

The original Article 37 which provides as follows:

“All transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.”

is proposed to be amended as follows:

“All transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.”

(xvii) Article 38

(a) It is proposed to renumber the original “Article 38” as “Article 38(a)”

(b) It is proposed to insert a new paragraph Article 38(b) after Article 38(a) as follows:

“Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”

(xviii) Article 43

The original Article 43 which provides as follows:

“Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly, and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him without charge. The Company shall also retain the instrument(s) of transfer.”

is proposed to be amended as follows:

“Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable

or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”

(xix) Article 44

The original Article 44 which provides as follows:

“The registration of transfers may, on the Company giving at least 14 days’ notice by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register may, subject to the requirements in Article 15(c), be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”

is proposed to be amended as follows:

“The registration of transfers may, on the Company giving at least 14 days’ notice (or on 6 days’ notice in the case of a rights issue) by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by announcement published in the newspapers, be suspended and the register may, subject to the requirements in Article 15(c), be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of announcement impossible, the Company shall comply with these requirements as soon as practicable.”

(xx) Article 63

The original Article 63(b) which provides as follows:

“The Company may by special resolution reduce its share capital, any capital redemption reserve or any share premium account in any manner authorised and subject to any conditions prescribed by Law.”

is proposed to be amended as follows:

“The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Law.”

(xxi) Article 70

The original Article 70 which provides as follows:

“The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So as long as the first annual general meeting of the Company is held within 15 months from the date of its incorporation, it need not be held in the year of its incorporation. The annual general meeting shall be held at such time and place as the Board shall appoint.”

is proposed to be amended as follows:

“The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So as long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation. The annual general meeting shall be held at such time and place as the Board shall appoint.”

(xxii) Article 72

The original Article 72 which provides as follows:

“The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company, or on the written requisition of any one member which is a recognised clearing house, deposited at the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.”

is proposed to be amended as follows:

“The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.”

(xxiii) Article 73

The original Article 73(a) which provides as follows:

“An annual general meeting (whether for the passing of a special resolution and/or an ordinary resolution) shall be called by not less than 20 business days’ notice or 21 days’ notice (whichever is longer) in writing and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing, and any other extraordinary general meeting shall be called by not less than 10 business days’ or 14 days’ notice (whichever is longer) in writing. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

is proposed to be amended as follows:

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

(xxiv) Article 75

The original Article 75(f) which provides as follows:

“the granting of any mandate or authority to the Directors to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20% in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and”

is proposed to be amended as follows:

“the granting of any mandate or authority to the Directors to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and”

(xxv) Article 78

The original Article 78 which provides as follows:

“The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director 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 Chairman.”

is proposed to be amended as follows:

“The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director 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 (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.”

(xxvi) Article 80

The original Article 80 which provides as follows:

“At any general meeting a resolution put to the vote at the meeting shall be decided on a poll.”

is proposed to be amended as follows:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”

(xxvii) Article 81

The original Article 81 which provides as follows:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs.”

is proposed to be amended as follows:

“A poll shall (subject as provided in Article 82 (b)) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”

(xxviii) Article 82

(a) It is proposed to renumber the original “Article 82” as “Article 82(a)”

(b) It is proposed to insert a new paragraph Article 82(b) after Article 82(a) as follows:

“Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that

effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

(xxix) Article 83

The original Article 83 which provides as follows:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”

is proposed to be amended as follows:

“In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote.”

(xxx) Article 84

The original Article 84 which provides as follows:

“Subject to the Listing Rules, a resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.”

is proposed to be amended as follows:

“A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.”

(xxxi) Article 85

The original Article 85(a) which provides as follows:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each proxy is under no obligation to cast all his votes in the same way.”

is proposed to be amended as follows:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.”

(xxxii) Article 92

The original Article 92 which provides as follows:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place as is specified in the notice of the meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument or, resolution, as the case may be proposes to vote and in default the instrument of proxy or, resolution, as the case may be shall not be treated as valid. No instrument or power of attorney appointing an authorised representative shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

is proposed to be amended as follows:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be delivered at the registered office of the Company or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) the instrument of proxy issued by the Company not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument or, resolution, as the case may be proposes to vote and in default the instrument of proxy or, resolution, as the case may be shall not be treated as valid. No instrument or power of attorney appointing an authorised representative shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(xxxiii) Article 93

The original Article 93 which provides as follows:

“Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.”

is proposed to be amended as follows:

“Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.”

(xxxiv) Article 96

The original Article 96(b) which provides as follows:

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise if it were an individual member holding such number and class of shares specified in such authorisation or proxy form.”

is proposed to be amended as follows:

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the

need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise if it were an individual member holding such number and class of shares specified in such authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles or proxy form.”

(xxxv) Article 98

The original Article 98 which provides as follows:

“The number of Directors shall not be less than two.”

is proposed to be amended as follows:

“So long as shares of the Company are listed on the Exchange, the Board shall include such number of Independent Non-Executive Directors as the relevant code, rules or regulations applicable to the listing of any shares on the Exchange require. The first Directors shall be determined in writing by, or appointed by a resolution of, the subscriber(s) to the Memorandum. The number of Directors shall not be less than two.”

(xxxvi) Article 100

The original Article 100(a) which provides as follows:

“A Director may at any time by notice in writing delivered to the registered office of the Company or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.”

is proposed to be amended as follows:

“A Director may at any time by notice in writing delivered to the registered office of the Company, the principal place of business of the Company or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.”

(xxxvii) Article 106

- (a) The original Article 106(i) which provides as follows:

“if he resigns his office by notice in writing to the Company at its registered office;”

is proposed to be amended as follows:

“if he resigns his office by notice in writing to the Company at its registered office or its principal place of business;”

- (b) The original Article 106(vii) which provides as follows:

“if he shall be removed from office by a special resolution of the members of the Company under Article 122(a).”

is proposed to be amended as follows:

“if he shall be removed from office by an ordinary resolution of the members of the Company under Article 122(a).”

(xxxviii) Article 107

- (a) The original Article 107(c)(i) (aa) which provides as follows:

“to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;”

is proposed to be amended as follows:

“to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or”

- (b) It is proposed to delete Article 107(c)(iii) as follows and renumber the following paragraphs accordingly:

“any proposal concerning any other company in which the Director is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;”

- (c) It is proposed to delete Article 107(e) as follows:

“A company shall be deemed to be a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more if and so long as (but only if and so long as) he and/or any of his Associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in 5 per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his Associates as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his Associates is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or any of his Associates is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.”

- (d) It is proposed to delete Article 107(f) as follows:

“Where a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more is materially interested in a transaction, then that Director and/or any of his Associates shall also be deemed materially interested in such transaction.”

- (e) The original Article 107(g) which provides as follows:

“If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of the meeting) or any of his Associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director or any of his Associates shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting or any of his Associates, such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or any of his Associates as known to such Chairman has not been fairly disclosed to the Board.

For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or any of his Associates shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”

is proposed to be renumbered as Article 107(e) and amended as follows:

“If any question shall arise at any meeting of the Board as to the materiality of a Director’s interest or the significance of a contract arrangement or transaction, as proposed contract, arrangement or transaction to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where the question relates to the interest of the Chairman, to the other Directors at the meetings and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.”

(xxxix) Article 116

The original Article 116 which provides as follows:

“At each annual general meeting, one-third of the Directors (including the Managing Director or Joint Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

is proposed to be amended as follows:

“At each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Any Director appointed pursuant to Article 99 or 119 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

(xl) Article 120

The original Article 120 which provides as follows:

“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice in writing signed by that person to be proposed of his willingness to be elected shall have been given to the Company for a period of at least seven days which 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 days before the date of such general meeting.”

is proposed to be amended as follows:

“No person, shall, unless recommended by the Board be eligible for election to the office of Director at any general meeting, unless during the period which shall be at least seven days commencing no earlier than the day after the dispatch of the notice of the meeting appointed for the meeting, there has been given to the Secretary notice in writing by a member (not being the person proposed) entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected.”

(xli) Article 122

The original marginal note to Article 122 which provides as follows:

“Power to remove Director by special resolution”

is proposed to be amended as follows:

“Power to remove Director by ordinary resolution”

(xlii) Article 126

The original Article 126 which provides as follows:

“The Board may elect a Chairman of its meetings and determine the period (not being a period extending beyond the date of the annual general meeting at which such Chairman is due to retire by rotation under Article 116) for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.”

is proposed to be amended as follows:

“The Board may elect a Chairman of its meetings and determine the period (not being a period extending beyond the date of the annual general meeting at which such Chairman is due to retire by rotation under Article 116) for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.”

(xlili) Article 133

The original Article 133 which provides as follows:

“A resolution in writing signed by each and every one of the Directors or their respective alternates pursuant to Article 100(c) or members of any committee of Directors formed pursuant to Article 128 shall be as valid and effectual as if it had been passed at a meeting of the Board or any committee of Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors or members of any committee of Directors.”

is proposed to be amended as follows:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 100(c) or member of any committee of Directors formed pursuant to Article 128 shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.”

(xliv) Article 136

The original Article 136 which provides as follows:

“The Board shall provide for the safe custody of the common seal and the securities seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for affixing to certificates for shares, warrants, debentures or any other form of security and whether by facsimile or other mechanical means including autographic to be specified in such authority or the authority may specify that such certificates need not be signed by any person. Every instrument to which the common seal or the securities seal is affixed as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to that instrument with the authority of the Directors previously given.”

is proposed to be amended as follows:

“The Board shall provide for the safe custody of the common seal and the securities seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means to be specified in such authority that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to that instrument with the authority of the Directors previously given.”

(xlv) Article 137

The original Article 137 which provides as follows:

“The Company may have a duplicate seal of the common seal or securities seal for use abroad under the provision of the Law where and as the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid.”

is proposed to be amended as follows:

“The Company may have a duplicate seal for use outside of the Cayman Islands as and where the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid.”

(xlvi) Article 143

The original Article 143(b) which provides as follows:

“The Board may, in relation to any capitalisation sanctioned under this Article in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully

paid up of unissued shares or debentures in the Company pursuant to such capitalisation, shall allot and distribute credited as fully paid up the unissued shares, debentures or other securities to which that member is entitled to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.”

is proposed to be amended as follows:

“The Board may, in relation to any capitalisation sanctioned under this Article in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully paid up of unissued shares or debentures in the Company pursuant to such capitalisation, the unissued shares, debentures or other securities to which that member is entitled shall be allotted and distributed credited as fully paid up to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.”

(xlvii) Article 146

The original Article 146 which provides as follows:

“No dividend shall be declared or payable except out of the profits and reserves of the Company lawfully available for distribution including share premium. No dividend shall carry interest against the Company.”

is proposed to be amended as follows:

“No dividend shall be declared or payable except out of the profits or reserves of the Company lawfully available for distribution including share premium. No dividend shall carry interest against the Company.”

(xlviii) Article 155

The original Article 155(a) which provides as follows:

“Unless otherwise directed by the Board any dividend or bonus, may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.”

is proposed to be amended as follows:

“Unless otherwise directed by the Board any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.”

(xlix) Article 157

The original Article 157(a) (iv) which provides as follows:

“upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.”

is proposed to be amended as follows:

“upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.”

(l) Article 163

(a) The original Article 163(b) which provides as follows:

“Printed copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send printed copies of those documents to any person of whose address the Company is not aware or to more than one of the jointholders of any shares or debentures.”

is proposed to be amended as follows:

“Printed copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by

the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send printed copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

- (b) It is proposed to insert a new Article 163(c) after Article 163(b) as follows:

“To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of sub-paragraph (b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.”

- (li) Article 165

The original Article 165 which provides as follows:

“The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

is proposed to be amended as follows:

“The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the

approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

(lii) Article 169

It is proposed to delete the third paragraph of Article 169 as follows:

“Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.”

(liii) Article 172

The original Article 172 which provides as follows:

“Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

is proposed to be amended as follows:

“Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

(liv) New Article 182

It is proposed to insert a new Article 182 after Article 181 as follows:

“The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

(lv) New Article 183

It is proposed to insert a new Article 183 after the new Article 182 as follows:

“The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.”

NOTICE OF ANNUAL GENERAL MEETING



making life beautiful

SA SA INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 178)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sa Sa International Holdings Limited will be held at 3/F, Gold Mark Plaza, 502 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 23 August 2012 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2012.
2. To consider and declare a final dividend and a special dividend for the year ended 31 March 2012.
3. (1) To re-elect the following retiring directors as independent non-executive directors of the Company:
 - (a) Ms Ki Man Fung Leonie; and
 - (b) Mr Tan Wee Seng.
- (2) To authorise the board of directors (the “Board”) to fix their remuneration.
4. To re-appoint auditors and to authorise the Board to fix their remuneration.

ORDINARY RESOLUTIONS

5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:
 - (1) **“THAT:**
 - (a) subject to paragraph (c) below, a general mandate be unconditionally granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) 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 the mandate in paragraphs (a) and (b), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any options granted under the share option schemes adopted by the Company; (iii) an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the Articles of Association of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to in (ii) and (iii) above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 laws of Cayman Islands to be held; and
- (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.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares

NOTICE OF ANNUAL GENERAL MEETING

(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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

(2) **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be unconditionally granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all powers of the Company to purchase issued shares 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 recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, provided that the exercise by the Directors of all powers of the Company to purchase such securities shall be in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange from time to time;
- (b) the mandate in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the mandate granted under paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the time of passing of this resolution; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; and
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** conditional upon the passing of the ordinary resolutions numbered 5(1) and 5(2) set out in the notice convening this meeting, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 5(2) shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the resolution numbered 5(1) set out in the notice of meeting.”
6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

“THAT:

- (1) subject to and conditional upon The Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the Company’s issued share capital on the date of this resolution) which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (the “New Share Option Scheme”), the terms of which are contained in the document marked “A” produced to the meeting and signed by the Chairman of the meeting for identification purposes, the New Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to grant options and to allot, issue and deal with the shares of the Company which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the New Share Option Scheme;
- (2) the 2002 share option scheme adopted by the Company pursuant to an ordinary resolution passed by the shareholders of the Company on 29th August 2002 (the “2002 Share Option Scheme”) be and is hereby terminated with effect from the date on which the New Share Option Scheme shall become unconditional and effective, and shall cease to have any further effect except that the 2002 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any option granted under the 2002 Share Option Scheme prior to its termination, or otherwise to the extent as may be required in accordance with the terms of the 2002 Share Option Scheme.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

7. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as special resolutions of the Company:

(1) “**THAT** the Memorandum of Association of the Company be amended as follows:

(i) Heading, Clauses 4, 6 and 7

All references to “the Companies Law (2007 Revision)” are proposed to be amended to “the Companies Law (2011 Revision).”

(ii) Clause 2

The original Clause 2 which provides as follows:

“The Registered Office of the Company shall be at the offices of Maples and Calder, P.O. Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies or at such other place as the Board may from time to time decide.”

is proposed to be amended as follows:

“The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, British West Indies or at such other place as the Board may from time to time decide.””

(2) “**THAT** the Articles of Association of the Company be amended as follows:

(i) Table of Contents

A table of contents is proposed to be inserted prior to the first page of the Articles of Association of the Company.

(ii) Heading and Article 2

All references to “the Companies Law (2007 Revision)” are proposed to be amended to “the Companies Law (2011 Revision)”.

NOTICE OF ANNUAL GENERAL MEETING

(iii) Article 2

- (a) The original definition of “Electronic Signature” which provides as follows:

““Electronic Signature” means the electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication”

is proposed to be amended as follows:

““Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication”

- (b) The original definition of “Electronic Transaction Law” which provides as follows:

““Electronic Transaction Law” means the Electronic Transaction Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor”.

is proposed to be amended as follows:

““Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor”.

- (c) It is proposed that the following new defined term be added after “HK Code on Takeovers & Mergers” and before “Listing Rules”:

““Independent Non-Executive Director” shall mean a person recognised as such by the relevant code, rules and regulations applicable to the listing of the shares on the Exchange”.

- (d) The original definition of “published in the newspapers” which provides as follows:

““published in the newspapers” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules”.

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

““published in the newspapers” shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules”.

- (e) It is proposed that the following new defined term be added after “registration office” and before “seal”:

““rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings”.

- (f) The final paragraph of Article 2 which provides as follows:

“Section 8 of the Electronic Transactions Law shall not apply.”

is proposed to be amended as follows:

“Sections 8 and 19 of the Electronic Transactions Law shall not apply.”

- (iv) Article 3

The original Article 3 which provides as follows:

“The capital of the Company at the date of the adoption of these Articles is HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each.”

is proposed to be amended as follows:

“The authorized capital of the Company at the date of the adoption of these Articles is HK\$800,000,000 divided into 8,000,000,000 shares of a nominal or par value of HK\$0.10 each.”

- (v) Article 4

The original Article 4 which provides as follows:

“Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached

NOTICE OF ANNUAL GENERAL MEETING

thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Law and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company.”

is proposed to be amended as follows:

“Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Law and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.”

(vi) Article 6

The original Article 6(a) which provides as follows:

“If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.”

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or by duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.”

(vii) Article 7

(a) The original Article 7 which provides as follows:

“Subject to the Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any

NOTICE OF ANNUAL GENERAL MEETING

such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.”

is proposed to be renumbered as Article 7(a) and amended as follows:

“Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.”

- (b) It is proposed that a new Article 7(b) be inserted immediately after Article 7(a) as follows:

“The Board may accept the surrender for no consideration of any fully paid share.”

NOTICE OF ANNUAL GENERAL MEETING

(viii) Article 9

- (a) The original Article 9(a) which provides as follows:

“Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.”

is proposed to be amended as follows:

“Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.”

- (b) The original Article 9(b) which provides as follows:

“Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.”

is proposed to be amended as follows:

“Where the Company purchases or redeems any of its shares, purchases or redemptions not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.”

(ix) Article 10

The original Article 10(b) which provides as follows:

“The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.”

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.”

(x) Article 14

(a) The original Article 14(a) which provides as follows:

“The Board shall cause to be kept at such place within or outside the Cayman Islands as they deem fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Law.”

is proposed to be amended as follows:

“The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Law.”

(b) It is proposed that a new paragraph (e) be inserted after paragraph (d) in Article 14 as follows:

“For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”

(xi) Article 15

(a) The original Article 15(a) which provides as follows:

“Except when the register of members is closed, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.”

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“Except when the register of members is closed, and, if applicable, subject to the additional provisions of sub-paragraph (c) below, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.”

(b) The original Article 15(b) which provides as follows:

“The reference to business hours is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.”

is proposed to be amended as follows:

“The reference to business hours in sub-paragraph (a) above is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.”

(c) The original Article 15(c) which provides as follows:

“The register may, on the Company giving at least 14 days’ notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.”

is proposed to be amended as follows:

“The register may, on the Company giving at least 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by announcement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the

NOTICE OF ANNUAL GENERAL MEETING

manner in which notices may be served by the Company by electronic means as herein provided or by announcement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article."

- (d) It is proposed that a new paragraph (e) be inserted after paragraph (d) in Article 15 as follows:

"In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose."

- (xii) Article 16

The original Article 16 which provides as follows:

"Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for

NOTICE OF ANNUAL GENERAL MEETING

the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.”

is proposed to be amended as follows:

“Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 43, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”

(xiii) Article 18

The original Article 18 which provides as follows:

“Every share certificate shall specify the number of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.”

is proposed to be amended as follows:

“Every share certificate shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.”

NOTICE OF ANNUAL GENERAL MEETING

(xiv) Article 20

The original Article 20 which provides as follows:

“If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.”

is proposed to be amended as follows:

“If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or such lesser sum as the Board may from time to time require and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.”

(xv) Article 31

The original Article 31 which provides as follows:

“The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom from residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.”

is proposed to be amended as follows:

“The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.”

(xvi) Article 37

The original Article 37 which provides as follows:

“All transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.”

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“All transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.”

(xvii) Article 38

(a) It is proposed to renumber the original “Article 38” as “Article 38(a)”

(b) It is proposed to insert a new paragraph Article 38(b) after Article 38(a) as follows:

“Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”

(xviii) Article 43

The original Article 43 which provides as follows:

“Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly, and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him without charge. The Company shall also retain the instrument(s) of transfer.”

is proposed to be amended as follows:

“Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof

NOTICE OF ANNUAL GENERAL MEETING

shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”

(xix) Article 44

The original Article 44 which provides as follows:

“The registration of transfers may, on the Company giving at least 14 days’ notice by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register may, subject to the requirements in Article 15(c), be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”

is proposed to be amended as follows:

“The registration of transfers may, on the Company giving at least 14 days’ notice (or on 6 days’ notice in the case of a rights issue) by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by announcement published in the newspapers, be suspended and the register may, subject to the requirements in Article 15(c), be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of announcement impossible, the Company shall comply with these requirements as soon as practicable.”

NOTICE OF ANNUAL GENERAL MEETING

(xx) Article 63

The original Article 63(b) which provides as follows:

“The Company may by special resolution reduce its share capital, any capital redemption reserve or any share premium account in any manner authorised and subject to any conditions prescribed by Law.”

is proposed to be amended as follows:

“The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Law.”

(xxi) Article 70

The original Article 70 which provides as follows:

“The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So as long as the first annual general meeting of the Company is held within 15 months from the date of its incorporation, it need not be held in the year of its incorporation. The annual general meeting shall be held at such time and place as the Board shall appoint.”

is proposed to be amended as follows:

“The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So as long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation. The annual general meeting shall be held at such time and place as the Board shall appoint.”

(xxii) Article 72

The original Article 72 which provides as follows:

“The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company, or on the

NOTICE OF ANNUAL GENERAL MEETING

written requisition of any one member which is a recognised clearing house, deposited at the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.”

is proposed to be amended as follows:

“The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.”

NOTICE OF ANNUAL GENERAL MEETING

(xxiii) Article 73

The original Article 73(a) which provides as follows:

“An annual general meeting (whether for the passing of a special resolution and/or an ordinary resolution) shall be called by not less than 20 business days’ notice or 21 days’ notice (whichever is longer) in writing and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing, and any other extraordinary general meeting shall be called by not less than 10 business days’ or 14 days’ notice (whichever is longer) in writing. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

is proposed to be amended as follows:

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

NOTICE OF ANNUAL GENERAL MEETING

(xxiv) Article 75

The original Article 75(f) which provides as follows:

“the granting of any mandate or authority to the Directors to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20% in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and”

is proposed to be amended as follows:

“the granting of any mandate or authority to the Directors to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and”

(xxv) Article 78

The original Article 78 which provides as follows:

“The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director 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 Chairman.”

is proposed to be amended as follows:

“The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director 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 (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.”

NOTICE OF ANNUAL GENERAL MEETING

(xxvi) Article 80

The original Article 80 which provides as follows:

“At any general meeting a resolution put to the vote at the meeting shall be decided on a poll.”

is proposed to be amended as follows:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”

(xxvii) Article 81

The original Article 81 which provides as follows:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs.”

is proposed to be amended as follows:

“A poll shall (subject as provided in Article 82 (b)) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”

(xxviii) Article 82

(a) It is proposed to renumber the original “Article 82” as “Article 82(a)”

(b) It is proposed to insert a new paragraph Article 82(b) after Article 82(a) as follows:

“Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

NOTICE OF ANNUAL GENERAL MEETING

(xxix) Article 83

The original Article 83 which provides as follows:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”

is proposed to be amended as follows:

“In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote.”

(xxx) Article 84

The original Article 84 which provides as follows:

“Subject to the Listing Rules, a resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.”

is proposed to be amended as follows:

“A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.”

(xxxi) Article 85

The original Article 85(a) which provides as follows:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by

NOTICE OF ANNUAL GENERAL MEETING

proxy shall have one vote for each share registered in his name in the register. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each proxy is under no obligation to cast all his votes in the same way.”

is proposed to be amended as follows:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.”

(xxxii)Article 92

The original Article 92 which provides as follows:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place as is specified in the notice of the meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument or, resolution, as the case may be proposes to vote and in default the instrument of proxy or, resolution, as the case may be shall not be treated as valid. No instrument or power of attorney appointing an authorised representative shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

is proposed to be amended as follows:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be delivered at

NOTICE OF ANNUAL GENERAL MEETING

the registered office of the Company or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) the instrument of proxy issued by the Company not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument or, resolution, as the case may be proposes to vote and in default the instrument of proxy or, resolution, as the case may be shall not be treated as valid. No instrument or power of attorney appointing an authorised representative shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(xxxiii) Article 93

The original Article 93 which provides as follows:

“Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.”

is proposed to be amended as follows:

“Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.”

(xxxiv) Article 96

The original Article 96(b) which provides as follows:

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the

NOTICE OF ANNUAL GENERAL MEETING

Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise if it were an individual member holding such number and class of shares specified in such authorisation or proxy form.”

is proposed to be amended as follows:

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise if it were an individual member holding such number and class of shares specified in such authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles or proxy form.”

(xxxv) Article 98

The original Article 98 which provides as follows:

“The number of Directors shall not be less than two.”

is proposed to be amended as follows:

“So long as shares of the Company are listed on the Exchange, the Board shall include such number of Independent Non-Executive Directors as the relevant code, rules or regulations applicable to the listing of any shares on the Exchange require. The first Directors shall be determined in writing by, or appointed by a resolution of, the subscriber(s) to the Memorandum. The number of Directors shall not be less than two.”

NOTICE OF ANNUAL GENERAL MEETING

(xxxvi) Article 100

The original Article 100(a) which provides as follows:

“A Director may at any time by notice in writing delivered to the registered office of the Company or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.”

is proposed to be amended as follows:

“A Director may at any time by notice in writing delivered to the registered office of the Company, the principal place of business of the Company or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.”

(xxxvii) Article 106

(a) The original Article 106(i) which provides as follows:

“if he resigns his office by notice in writing to the Company at its registered office;”

is proposed to be amended as follows:

“if he resigns his office by notice in writing to the Company at its registered office or its principal place of business;”

(b) The original Article 106(vii) which provides as follows:

“if he shall be removed from office by a special resolution of the members of the Company under Article 122(a).”

is proposed to be amended as follows:

“if he shall be removed from office by an ordinary resolution of the members of the Company under Article 122(a).”

NOTICE OF ANNUAL GENERAL MEETING

(xxxviii) Article 107

- (a) The original Article 107(c)(i) (aa) which provides as follows:

“to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;”

is proposed to be amended as follows:

“to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or”

- (b) It is proposed to delete Article 107(c)(iii) as follows and renumber the following paragraphs accordingly:

“any proposal concerning any other company in which the Director is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;”

- (c) It is proposed to delete Article 107(e) as follows:

“A company shall be deemed to be a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more if and so long as (but only if and so long as) he and/or any of his Associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in 5 per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his Associates as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his Associates is/are in reversion or remainder if and so long as some other person is entitled to

NOTICE OF ANNUAL GENERAL MEETING

receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or any of his Associates is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.”

- (d) It is proposed to delete Article 107(f) as follows:

“Where a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more is materially interested in a transaction, then that Director and/or any of his Associates shall also be deemed materially interested in such transaction.”

- (e) The original Article 107(g) which provides as follows:

“If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of the meeting) or any of his Associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director or any of his Associates shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting or any of his Associates, such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or any of his Associates as known to such Chairman has not been fairly disclosed to the Board.

For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or any of his Associates shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”

is proposed to be renumbered as Article 107(e) and amended as follows:

“If any question shall arise at any meeting of the Board as to the materiality of a Director’s interest or the significance of a contract arrangement or transaction, as proposed contract, arrangement or

NOTICE OF ANNUAL GENERAL MEETING

transaction to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where the question relates to the interest of the Chairman, to the other Directors at the meetings and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.”

(xxxix) Article 116

The original Article 116 which provides as follows:

“At each annual general meeting, one-third of the Directors (including the Managing Director or Joint Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

is proposed to be amended as follows:

“At each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Any Director appointed pursuant to Article 99 or 119 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”

NOTICE OF ANNUAL GENERAL MEETING

(xl) Article 120

The original Article 120 which provides as follows:

“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice in writing signed by that person to be proposed of his willingness to be elected shall have been given to the Company for a period of at least seven days which 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 days before the date of such general meeting.”

is proposed to be amended as follows:

“No person, shall, unless recommended by the Board be eligible for election to the office of Director at any general meeting, unless during the period which shall be at least seven days commencing no earlier than the day after the dispatch of the notice of the meeting appointed for the meeting, there has been given to the Secretary notice in writing by a member (not being the person proposed) entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected.”

(xli) Article 122

The original marginal note to Article 122 which provides as follows:

“Power to remove Director by special resolution”

is proposed to be amended as follows:

“Power to remove Director by ordinary resolution”

(xlii) Article 126

The original Article 126 which provides as follows:

“The Board may elect a Chairman of its meetings and determine the period (not being a period extending beyond the date of the annual general meeting at which such Chairman is due to retire by rotation under Article 116) for which he is to hold office; but if no such Chairman is

NOTICE OF ANNUAL GENERAL MEETING

elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.”

is proposed to be amended as follows:

“The Board may elect a Chairman of its meetings and determine the period (not being a period extending beyond the date of the annual general meeting at which such Chairman is due to retire by rotation under Article 116) for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.”

(xlili) Article 133

The original Article 133 which provides as follows:

“A resolution in writing signed by each and every one of the Directors or their respective alternates pursuant to Article 100(c) or members of any committee of Directors formed pursuant to Article 128 shall be as valid and effectual as if it had been passed at a meeting of the Board or any committee of Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors or members of any committee of Directors.”

is proposed to be amended as follows:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 100(c) or member of any committee of Directors formed pursuant to Article 128 shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.”

(xliv) Article 136

The original Article 136 which provides as follows:

“The Board shall provide for the safe custody of the common seal and the securities seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a

NOTICE OF ANNUAL GENERAL MEETING

Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word "Securities" engraved thereon shall be used exclusively for affixing to certificates for shares, warrants, debentures or any other form of security and whether by facsimile or other mechanical means including autographic to be specified in such authority or the authority may specify that such certificates need not be signed by any person. Every instrument to which the common seal or the securities seal is affixed as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to that instrument with the authority of the Directors previously given."

is proposed to be amended as follows:

"The Board shall provide for the safe custody of the common seal and the securities seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word "Securities" engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means to be specified in such authority that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to that instrument with the authority of the Directors previously given."

(xlv) Article 137

The original Article 137 which provides as follows:

"The Company may have a duplicate seal of the common seal or securities seal for use abroad under the provision of the Law where and as the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid."

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“The Company may have a duplicate seal for use outside of the Cayman Islands as and where the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid.”

(xlvi) Article 143

The original Article 143(b) which provides as follows:

“The Board may, in relation to any capitalisation sanctioned under this Article in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully paid up of unissued shares or debentures in the Company pursuant to such capitalisation, shall allot and distribute credited as fully paid up the unissued shares, debentures or other securities to which that member is entitled to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.”

is proposed to be amended as follows:

“The Board may, in relation to any capitalisation sanctioned under this Article in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully paid up of unissued shares or debentures in the Company pursuant to such capitalisation, the unissued shares, debentures or other securities to which that member is entitled shall be allotted and distributed credited as fully paid up to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.”

(xlvii) Article 146

The original Article 146 which provides as follows:

“No dividend shall be declared or payable except out of the profits and reserves of the Company lawfully available for distribution including share premium. No dividend shall carry interest against the Company.”

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“No dividend shall be declared or payable except out of the profits or reserves of the Company lawfully available for distribution including share premium. No dividend shall carry interest against the Company.”

(xlviii) Article 155

The original Article 155(a) which provides as follows:

“Unless otherwise directed by the Board any dividend or bonus, may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.”

is proposed to be amended as follows:

“Unless otherwise directed by the Board any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.”

NOTICE OF ANNUAL GENERAL MEETING

(xlix) Article 157

The original Article 157(a) (iv) which provides as follows:

“upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.”

is proposed to be amended as follows:

“upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.”

(l) Article 163

(a) The original Article 163(b) which provides as follows:

“Printed copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send printed copies of those documents to any person of whose address the Company is not aware or to more than one of the jointholders of any shares or debentures.”

is proposed to be amended as follows:

“Printed copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send printed copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

NOTICE OF ANNUAL GENERAL MEETING

- (b) It is proposed to insert a new Article 163(c) after Article 163(b) as follows:

“To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of sub-paragraph (b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.”

- (li) Article 165

The original Article 165 which provides as follows:

“The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

(lii) Article 169

It is proposed to delete the third paragraph of Article 169 as follows:

“Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.”

(liii) Article 172

The original Article 172 which provides as follows:

“Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

NOTICE OF ANNUAL GENERAL MEETING

is proposed to be amended as follows:

“Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

(liv) New Article 182

It is proposed to insert a new Article 182 after Article 181 as follows:

“The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

(lv) New Article 183

It is proposed to insert a new Article 183 after the new Article 182 as follows:

“The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.””

- (3) “**THAT** the Amended and Restated Memorandum and Articles of Association of the Company in the form of the document marked “B” produced at this meeting and for the purposes of identification signed by the Chairman of this meeting, incorporating and consolidating all the proposed amendments referred to in paragraph 7(1) and 7(2) above including all previous amendments to the Memorandum and Articles of Association adopted and approved by the Company, be and are hereby approved and adopted in place of and in substitution for, and to the exclusion of the Memorandum and Articles of Association.”

By Order of the Board
MAK Sum Wun Simmy
Company Secretary

Hong Kong, 10 July 2012

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of ascertaining eligibility to attend and vote at the annual general meeting to be held on Thursday, 23 August 2012, the register of members of the Company will be closed from Wednesday, 22 August 2012 to Thursday, 23 August 2012, both dates inclusive, during which period no transfer of shares of the Company will be effected. All transfers accompanied by the relevant share certificates must be lodged with Tricor Abacus Limited (“Tricor”), the Company’s branch share registrar and transfer office in Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 21 August 2012. Tricor’s address is 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his/her stead.
3. The enclosed form of proxy and (if required by the Board) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy thereof shall be delivered at Tricor not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the above meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of the transmission to the Company. Delivery of any instrument of proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
5. The enclosed form of proxy must be signed by the appointor or of his/her attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

As at the date of this notice, the directors of the Company are:

Executive Directors

Dr KWOK Siu Ming Simon, *JP, BBS* (Chairman and chief executive officer)

Dr KWOK LAW Kwai Chun Eleanor, *BBS* (Vice-chairman)

Mr LOOK Guy (Chief financial officer)

Non-executive Director

Mrs LEE LOOK Ngan Kwan Christina

Independent Non-executive Directors

Professor CHAN Yuk Shee, *PhD, BBS, JP*

Dr LEUNG Kwok Fai Thomas, *PhD, BBS, JP*

Ms TAM Wai Chu Maria, *GBS, JP*

Ms KI Man Fung Leonie, *SBS, JP*

Mr TAN Wee Seng