
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Veeko International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Veeko®

VEEKO INTERNATIONAL HOLDINGS LIMITED

威高國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1173)

**SCRIP DIVIDEND SCHEME,
PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the 2008 Annual General Meeting of Veeko International Holdings Limited (“Company”) to be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 5 September 2008 at 10:30 a.m. at which the above proposals will be considered is set out in Appendix II to this circular.

A form of proxy for the 2008 Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, 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 the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

31 July 2008

LETTER FROM THE BOARD

Veeko®

VEEKO INTERNATIONAL HOLDINGS LIMITED

威高國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1173)

Executive Directors:

Cheng Chung Man, Johnny (*Chairman*)

Lam Yuk Sum (*Managing Director*)

Independent Non-Executive Directors:

Cheng Chung Hoo

Yang Wei Tak

Yeung Wing Kay

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business

in Hong Kong:

10th Floor, Wyler Centre Phase II

192-200 Tai Lin Pai Road

Kwai Chung, New Territories

Hong Kong

31 July 2008

To the shareholders

Dear Sir or Madam,

**SCRIP DIVIDEND SCHEME,
PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the 2008 Annual General Meeting of the Company to be held on 5 September 2008 (“AGM”), as required by the relevant rules set out in the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”). These include (i) ordinary resolution relating to the declaration of a final dividend for the year ended 31 March 2008 of HK0.9 cent per share of HK\$0.01 each of the Company (“Share”) by way of cash with an option to elect to receive wholly or partly an allotment and issue of Shares credited as fully paid in lieu of cash payment (“Scrip Dividend Scheme”); (ii) ordinary resolutions

LETTER FROM THE BOARD

relating to the granting to the directors of the Company (“Directors”) general mandates for the repurchase and the issue of the Shares; and (iii) ordinary resolution relating to the re-election of each of the retiring Directors.

SCRIP DIVIDEND SCHEME

By the announcement of the results for the year ended 31 March 2008 of the Company dated 23 July 2008, the Directors announced that they had resolved to recommend the payment of a final dividend of HK0.9 cent per Share for the year ended 31 March 2008 to the shareholders of the Company (“Shareholders”) whose names appear on the register of members of the Company on the 5 September 2008 (“Record Date”) and also to recommend the Scrip Dividend Scheme to the Shareholders whose registered address are in Hong Kong as shown on the register of members of the Company on the Record Date, other than Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are outside Hong Kong (if any) to whom the Directors, based on legal advice provided by legal advisers and on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient to exclude such Shareholder(s) from the Scrip Dividend Scheme (“Qualifying Shareholders”), subject to the approval of the Shareholders on the payment of final dividend by way of the Scrip Dividend Scheme at the AGM and the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the Scrip Dividend Scheme (“Scrip Shares”).

In arriving at the decision to recommend the Scrip Dividend Scheme to the Shareholders, the Directors consider that while the Company should declare a final dividend for the financial year ended 31 March 2008, the retention of cash, which would otherwise have been paid to the Shareholders as a cash dividend, within the Company and its subsidiaries (“Group”) would enhance the continuous growth, maintain the financial stability and reduce the financing costs of the Group. On the other hand, the Scrip Dividend Scheme will give those Qualifying Shareholders who wish to further invest in the Company the opportunity to increase their equity investment in the Company.

Qualifying Shareholders are entitled to elect to have the final dividend to be made payable to them wholly in cash or in Shares or partly in cash and in Shares. Shareholders whose registered addresses are outside Hong Kong as shown in the register of members of the Company on the Record Date (if any) may not be permitted to participate in the Scrip Dividend Scheme if the Directors consider that the circulation of an offer of such election to such Shareholders would or might be unlawful or impracticable and accordingly no form of election will be sent to such Shareholders and they will receive the final dividend wholly in cash. As at 24 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular (“Latest Practicable Date”), there were three Shareholders with registered addresses in Taiwan as appeared on the register of members of the Company. Should these three Shareholders or any other Shareholders with registered addresses outside Hong Kong are shown in the register of members of the Company on the Record Date, the Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for considering whether to exclude such Shareholder from the Scrip Dividend Scheme and it may only exclude such Shareholder on the basis that, having made such enquiry, it would be necessary or expedient to do so.

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For the purpose of calculating the number of Scrip Shares, the value of the Scrip Shares will be fixed by the board of Directors (“Board”) at its discretion with reference to the average of the closing prices of the Shares on the Stock Exchange for the five consecutive trading days ending on (and including) the Record Date less a discount of 5% of such average price or the par value of Shares, whichever is the higher. The number of Scrip Shares to be issued will be rounded down to the nearest whole number of Scrip Shares and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Scrip Share under the Scrip Dividend Scheme. Fractional entitlements to Scrip Shares will be aggregated and sold for the benefit of the Company.

The Scrip Shares will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares save that they will not be entitled to the final dividend for the year ended 31 March 2008.

On the condition that the payment of the above final dividend by way of the Scrip Dividend Scheme is approved by the Shareholders at the AGM, an announcement in relation to the basis of allotment of the Scrip Shares will be published on the next business day after the AGM and a circular containing details of the Scrip Dividend Scheme, together with a form of election (to the Qualifying Shareholders only), will be despatched to the Shareholders shortly after the AGM.

Subject to the passing of the resolution concerned at the AGM, application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares.

No part of the Scrip Shares will be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

In order to ascertain the entitlements to the final dividend for the year ended 31 March 2008, the register of members of the Company will be closed from 2 September 2008 to 5 September 2008 (both days inclusive) during which period no transfer of Shares will be registered.

The last day for dealing in Shares cum entitlements to the proposed final dividend for the year ended 31 March 2008 will be 28 August 2008. Shareholders are reminded that in order to qualify for the proposed final dividend for the year ended 31 March 2008, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 1 September 2008.

Subject to the approval by the Shareholders of the Scrip Dividend Scheme at the AGM and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares on the Stock Exchange, the share certificates for the Scrip Shares are expected to be despatched on or around 15 October 2008 and the dealings in the Scrip Shares on the Stock Exchange are expected to commence on or around 17 October 2008.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution (“Repurchase Mandate”).

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to issue, allot and deal with Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution (“Issue Mandate”).

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

RE-ELECTION OF RETIRING DIRECTOR

In relation to item 3 as set out in the notice of the AGM, Mr. Yang Wei Tak (“**Mr. Yang**”) and Mr. Yeung Wing Kay (“**Mr. Yeung**”) will retire from office as Directors at the AGM pursuant to Article 108 of the articles of association of the Company (“Articles”). Mr. Yang and Mr. Yeung, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles.

Biographical details of the above retiring directors, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix III to this circular.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix II to this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange (www.hkexnews.hk) and of the Company (www.irasia.com/listco/hk/veeko/index.htm) respectively. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company’s share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and at any adjournment thereof if you so wish.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 72 of the Articles, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:-

- (a) the Chairman of the meeting; or
- (b) at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

RECOMMENDATION

The Directors consider that the proposed Scrip Dividend Scheme, the proposed granting of the general mandates to the Directors to repurchase Shares and to issue Shares and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
Veeko International Holdings Limited
Cheng Chung Man, Johnny
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,773,163,602 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 177,316,360 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2008) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	Share Prices Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
July	0.355	0.260
August	0.315	0.190
September	0.255	0.230
October	0.270	0.235
November	0.248	0.210
December	0.275	0.218
2008		
January	0.249	0.168
February	0.280	0.205
March	0.300	0.220
April	0.260	0.230
May	0.275	0.240
June	0.250	0.220
July (up to 24 July 2008)	0.255	0.198

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company has not been notified by any connected person (as defined in the Listing Rules) that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Silver Crown Profits Limited ("Silver Crown") and Ms. Lam Yuk Sum ("Ms. Lam"), an executive director, held 1,073,134,964 and 142,255,452 Shares representing 60.52 per cent and 8.02 per cent respectively of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the respective shareholding of Silver Crown and Ms. Lam in the Company would be increased to approximately 67.25 per cent and 8.91 per cent of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code, however it would reduce the amount of Shares held by the public to less than 25 per cent.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Code as a result of any purchase made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25 per cent.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

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威高國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1173)

NOTICE OF 2008 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting (“Meeting”) of Veeko International Holdings Limited (“Company”) will be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 5 September 2008 at 10:30 a.m. for the following purposes:–

1. To consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2008.
2. To declare a final dividend for the year ended 31 March 2008 of HK0.9 cent per share (each a “Share”) of HK\$0.01 each in the capital of the Company by way of a scrip dividend (“Scrip Dividend Scheme”) with an option to elect to receive an allotment and issue of Shares credited as fully paid in lieu of cash payment.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Yang Wei Tak as director;
 - (b) to re-elect Mr. Yeung Wing Kay as director; and
 - (c) to authorise the board of directors to fix the directors’ remuneration;
4. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.

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

A. “THAT

- (a) subject to paragraph A(b) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the approval pursuant to paragraph A(a) shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from 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 revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) 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 to be held.”

B. “THAT

- (a) subject to paragraph B(b) below, a general mandate be and is hereby unconditionally given to the directors of the Company (“Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares in the capital of the Company (or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly:-
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted, as varied from time to time, for the grant or issue or rights to acquire shares of the Company;
 - (iii) any issue of shares in the Company upon the exercise of rights of conversion or under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company; and

- (c) for the purpose of this Resolution, “Relevant Period” means the period from 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 revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) 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 to be held.”
- C. “THAT conditional upon Resolutions A and B being passed, the general mandate granted to the directors of the Company pursuant to Resolution B to exercise the powers of the Company to issue, allot and deal with unissued shares in the capital of the Company be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution A, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

By order of the Board
Veeko International Holdings Limited
Wong Chi Ying
Company Secretary

Hong Kong
31 July 2008

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy together with the power of attorney, or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- (3) In order to ascertain the entitlements to the final dividend for the year ended 31 March 2008, the register of members of the Company will be closed from 2 September 2008 to 5 September 2008 (both days inclusive) during which period no transfer of Shares will be registered. The last day for dealing in Shares cum entitlements to the proposed final dividend for the year ended 31 March 2008 will be 28 August 2008. Shareholders are reminded that in order to qualify for the proposed final dividend for the year ended 31 March 2008, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 1 September 2008.

The directors of the Company as at the date of this notice are Mr. Cheng Chung Man, Johnny and Ms. Lam Yuk Sum being the executive directors and Messrs. Cheng Chung Hoo, Yang Wei Tak and Yeung Wing Kay being the independent non-executive directors.

The following Directors are proposed to be re-elected at the AGM:

(1) Mr. Yang Wei Tak (“Mr. Yang”)

Mr. Yang, aged 77, is an independent non-executive Director and a member of each of the audit committee and remuneration committee of the Company. He has over 40 years of experience in international trading and has been a managing director of an import and export company for over 30 years.

Mr. Yang had not held any directorship in public listed companies or other major appointment in the last three years. Save as disclosed, Mr. Yang does not hold any other major position with the Company or any of its subsidiaries.

Mr. Yang has signed an appointment letter with the Company for a term of two years commencing on 1 November 2006 and his director’s emolument was HK\$80,000 for the year ended 31 March 2008 which is determined on the basis of the prevailing market rate with reference to his experience and duties. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Mr. Yang was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”). Save as disclosed, Mr. Yang does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

(2) Mr. Yeung Wing Kay (“Mr. Yeung”)

Mr. Yeung, aged 55, is an independent non-executive Director and a member of each of the audit committee and remuneration committee of the Company. He is a Certified Public Accountant (Practising) and has been a partner of Yeung & Cheuk, a firm of Certified Public Accountants in Hong Kong for 15 years. He graduated from the Chinese University of Hong Kong with a degree of Bachelor of Social Sciences.

Mr. Yeung had not held any directorship in public listed companies or other major appointment in the last three years. Save as disclosed, Mr. Yeung does not hold any other major position with the Company or any of its subsidiaries.

Mr. Yeung has signed an appointment letter with the Company for a term of two years commencing on 17 September 2007 and his director’s emolument was HK\$100,000 for the year ended 31 March 2008 which is determined on the basis of the prevailing market rate with reference to his experience and duties. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Mr. Yeung was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Yeung does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

The Board confirmed that there are no other matters concerning each of the above Directors that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.