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(Incorporated in Bermuda with limited liability)  
(Stock Code: 00620)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Meeting Room 6, 7th Floor, Hong Kong International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon, Hong Kong on 24th December 2009 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the Directors and the auditors of the Company for the year ended 31st July 2009.
2. To re-elect Mr. Leung Chi Hong Jerry, a retiring director, as an executive director.
3. To re-elect Prof. Yuen Ming Fai Matthew, a retiring director as an independent non-executive director.
4. To re-elect Ms. Tse Mei Ha, a retiring director, as an independent non-executive director.
5. To authorise the board of directors of the Company to fix the remuneration of the directors.
6. To re-appoint CCIF CPA Limited as the Company's auditors and to authorise the Directors to fix their remuneration.
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**"THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares of HK\$0.01 each in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this resolution, and the said approval 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 earlier 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 ordinary resolution of the shareholders in general meeting; and

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which may require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a rights issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held,

“rights issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their holdings of such shares, subject to such exclusions or other arrangements as the Directors of the Company 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 of the requirements of any recognised regulatory body or any stock exchange.”

9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT** conditional upon Resolutions 7 and 8 set out in the notice convening this meeting above being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to issue, allot and dispose of shares pursuant to

Resolution 8 above be and is hereby extended by the addition to the total nominal amount of share capital and any shares which may be issued, allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal amount of shares in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to Resolution 7 above, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

10. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the authorised share capital of the Company be increased from HK\$120,000,000 to HK\$240,000,000 by the creation of an additional 12,000,000,000 unissued ordinary shares of HK\$0.01 each, such new shares ranking pari passu in all respects with the existing shares of the Company.”

### **SPECIAL RESOLUTION**

11. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the Bye-Laws be amended as follows:

1. Bye-law 1

- (a) By inserting the following new definitions of “business day(s)” and “corporate communication” in Bye-law 1 in the appropriate alphabetical sequence respectively:

“business day(s)” shall mean any day on which the Designated Stock Exchange is generally open for the business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a number 8 or higher typhoon signal, black rainstorm warning, such day shall for the purposes of these Bye-Laws be counted as a business day.”; and

“corporate communication” shall mean any document issued or to be issued by the Company for the information or action of the members of the Company, including but not limited to:

- (i) its annual accounts and other periodic accounts, accompanied by (where appropriate) directors and/or auditors’ reports (including summary financial reports);
  - (ii) a notice of meeting;
  - (iii) a listing document;
  - (iv) a circular; and
  - (v) a proxy form.
- (b) By deleting the existing definition of “writing” or “printing” in Bye-law 1 and substituting therefor the following new definition:

““writing” or “printing” shall, unless the contrary intention appears, be construed as including writing, printing, lithography, photography and other modes of representing

words or figures in a visible form, and including where the presentation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member's election comply with all applicable statutes, rules and regulations.

Reference to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not."

- (c) By deleting the existing paragraph with its marginal note reading as "Special Resolution" and "Ordinary Resolution" of Bye-law 1 in its entirety and substituting therefor the following new paragraph:

"A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-Law 63."

"A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 63."

- (d) By inserting the following new Bye-law immediately below the paragraph with its marginal note reading as "Ordinary Resolution":

"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 or otherwise made available to every member of the Company and every holder of debentures of the Company in the form of printed copies or electronic copies as published on the Company's website, provided that where printed copies are sent, 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."

## 2. Bye-law 59(B)

By deleting the existing Bye-law 59(B) in its entirety and substituting therefor the following new Bye-law 59(B):

"The Company may from time to time by Special Resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Companies Act, any share premium account or other undistributable reserve."

## 3. Bye-law 63

By deleting the existing Bye-law 63 in its entirety and substituting therefor the following new Bye-law 63:

"An annual general meeting shall be called by notice in writing of a period which is not less than the longer of 21 days and 20 clear business days, any special general meeting called for the passing of a Special Resolution shall be called by notice in writing of a period which is not less than the longer of 21 days and 10 clear business days, and any

other special general meeting shall be called by notice in writing of a period which is not less than the longer of 14 days and 10 clear business days. 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 place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.”

4. Bye-law 70

By deleting the existing Bye-law 70 in its entirety and substituting therefor the following new Bye-law 70:

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

5. Bye-law 71

By deleting Bye-law 71 in its entirety and replacing it with the following:

“Intentionally Deleted”.

6. Bye-law 72

By deleting Bye-law 72 in its entirety and replacing it with the following:

“Intentionally Deleted”.

7. Bye-law 73

By deleting the existing Bye-law 73 in its entirety and substituting therefor the following new Bye-law 73:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In the case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.”

8. Bye-law 74

By deleting Bye-law 74 in its entirety and replacing it with the following:

“Intentionally Deleted”.

9. Bye-law 76

By deleting the existing Bye-law 76 in its entirety and substituting therefor the following new Bye-law 76:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, in respect of every resolution put to the vote of a meeting by poll at any general meeting, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for each share registered in his name in the register. A shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.”

10. Bye-law 79

By deleting the existing Bye-law 79 in its entirety and substituting therefor the following new Bye-law 79:

“A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, by poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration Office.”

11. Bye-law 83

By deleting the existing Bye-law 83 in its entirety and substituting therefor the following new Bye-law 83:

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

12. Bye-law 85

By deleting the existing Bye-law 85 in its entirety and substituting therefor the following new Bye-law 85:

“The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a member for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

13. Bye-law 87

By deleting the existing paragraph (B) of Bye-law 87 and as amended in Clause 182(vii) in its entirety and substituting therefor the following new paragraph (B) of Bye-law 87 and as amended in Clause 182(vii):

“(B) If a Clearing House or its nominees is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies, to the extent permitted by the Companies Act, at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised shall be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominees) which he represents in respect of the number and class or shares specified in the relevant authorisation including the right to vote individually by poll as that clearing house (or its nominees) could exercise if it were an individual shareholder.”

14. Bye-law 97(A)

By deleting the existing sub-paragraph (vi) of Bye-law 97(A) in its entirety and substituting therefor the following new sub-paragraph (vi) of Bye-law 97(A):

“(vi) if he shall be removed from office by an Ordinary Resolution of the Company under Bye-law 104.”

15. Bye-law 167

By deleting the existing Bye-law 167 in its entirety and substituting therefor the following new Bye-law 167:

“Any notice or other document (including any corporate communication), whether or not, to be given or issued under these Bye-Laws from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or may also be served by advertisement published in the newspapers or by placing it on the Company’s website and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above. In case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient notice to all the joint holders. Notwithstanding the foregoing, the Company may deem consent on the part of a Member to a corporate communication being made available to him on the Company’s website if such deemed consent is permitted by the rules of the Designated Stock Exchange and the Company complies with any procedure that the Designated Stock Exchange may require;”

16. Bye-law 169

By deleting the existing Bye-law 169 in its entirety and substituting therefor the following new Bye-law 169:

“Any notice or other document:

- (i) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office situated within the Relevant Territory and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the written notice or other document was so addressed and put into the post shall be conclusive evidence thereof;  
  
if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A written notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member;
- (ii) if served by advertisement, shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates);
- (iii) if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, dispatch or transmission shall be conclusive evidence thereof; and
- (iv) may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

17. Bye-law 172

By deleting the existing Bye-law 172 in its entirety and substituting therefor the following new Bye-law 172:

“Any notice or document delivered or sent by post to, sent by electronic communication to, or left at the registered address of, any members in pursuance of these presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, 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 presents 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. Sufficient service is also deemed given by the Company to a member if a notice is placed on the Company’s website.”

18. Bye-law 173

By deleting the existing Bye-law 173 in its entirety and substituting therefor the following new Bye-law 173:

“The signature to any notice to be given by the Company may be written, printed or made electronically.”

By Order of the Board  
**Leung Yu Oi Ling**  
Chairman

Hong Kong, 27th November 2009

*Executive Directors:*

Mr. Leung Yat Tung  
Mrs. Leung Yu Oi Ling, Irene  
Miss Leung Chi Yin, Gillian  
Mr. Leung Chi Hong, Jerry

*Independent Non-Executive Directors:*

Mr. Pao Ping Wing, JP  
Prof. Yuen Ming Fai, Matthew  
Ms. Tse Mei Ha

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company's Registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time for holding the Annual General Meeting.
3. The ordinary and special resolutions as set out above will be determined by way of a poll.
4. In relation to the ordinary resolutions set out in items 7, 8 and 9 of this notice, the directors wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company.