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**If you are in any doubt** as to any aspect of 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 Lee & Man Chemical Company Limited, you should at once hand this circular and the accompanying form of proxy 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.



**LEE & MAN CHEMICAL COMPANY LIMITED**  
**理文化工有限公司**

*(formerly known as "Lee & Man Holding Limited")*  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 746)**

**NOTICE OF ANNUAL GENERAL MEETING**  
**PROPOSALS FOR GENERAL MANDATES**  
**TO ISSUE AND REPURCHASE SHARES**  
**RE-ELECTION OF DIRECTORS**

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A notice convening the annual general meeting ("AGM") of Lee & Man Chemical Company Limited to be held on 30 April 2012 at 11:30 a.m. at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 13 to 17 of this circular.

Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Secretaries 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 AGM. 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 they so desire.

23 March 2012

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	means the annual general meeting of the Company to be convened and held at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on 30 April 2012 at 11:30 a.m.
“Articles”	means the articles of association of the Company adopted at the annual general meeting held on 12 August 2005
“Associates”	bears the same meaning ascribed thereto in the Listing Rules
“Company”	means Lee & Man Chemical Company Limited (formerly known as “Lee & Man Holding Limited”), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	means directors of the Company or the board of directors of the Company, as the context may require
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means 19 March 2012, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	means the notice convening the AGM
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

## DEFINITIONS

“Share(s)”	means share(s) of par value of HK\$0.10 each in the capital of the Company
“Share Option Scheme”	means the Share Option Scheme adopted by the Company on 14 December 2001
“Shareholder(s)”	means holders of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Subsidiary”	means a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



**LEE & MAN CHEMICAL COMPANY LIMITED**  
**理文化工有限公司**

*(formerly known as "Lee & Man Holding Limited")*  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 746)**

*Executive Directors:*

Wai Siu Kee (*Chairman*)  
Lee Man Yan  
Yang Zuo Ning  
Wong Yuet Ming

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Independent Non-executive Directors:*

Wong Kai Tung, Tony  
Wan Chi Keung, Aaron *BBS JP*  
Heng Victor Ja Wei

*Place of Business in Hong Kong:*

8th Floor, Liven House  
61-63 King Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

23 March 2012

*To Shareholders of the Company*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, on 30 April 2012 at 11:30 a.m. which, upon approval, would enable the Company to, among other things:

- (a) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing such resolution;
- (b) issue new Shares not exceeding 20% of the Shares in issue on the date of passing such resolution;

## LETTER FROM THE BOARD OF DIRECTORS

- (c) add to the new issue mandate in (b) above those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above; and
- (d) re-elect certain directors of the Company.

### PROPOSED REPURCHASE MANDATE AND ISSUE MANDATE

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given general mandates to (i) repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution; and (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of the ordinary resolution; (iii) add to the new issue mandate in (ii) above those Shares repurchased by the Company pursuant to the Repurchase Mandate described in (i) above, during the period from the date of the AGM up to the next following annual general meeting of the Company. Any issue of new Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

It is proposed that general mandate be granted to allot and issue additional shares in the Company not exceeding 20% of its issued share capital. On the basis of 825,000,000 Shares in issue as of the Latest Practical Date and assuming no further Shares will be allotted and issued prior to the AGM, the maximum number of shares to be issued under the proposed general mandate is 165,000,000 Shares.

The Repurchase Mandate and the Issue Mandate would continue in force until (a) the conclusion of the next annual general meeting of the Company; (b) 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) the Repurchase Mandate and/or the Issue Mandate is/are revoked or varied by an ordinary resolution of the Company in general meeting, which is the earliest.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the Listing Rules, in particular Rule 10.06(1)(b), is set out on pages 7 to 9 to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

## LETTER FROM THE BOARD OF DIRECTORS

### PROPOSED RE-ELECTION OF CERTAIN DIRECTORS AND DETAILS OF SERVICES CONTRACTS RELATING TO DIRECTORS

In accordance with article 86(3) and article 87(1) of the articles of association of the Company, each of Mr Lee Man Yan, Mr Yang Zuo Ning and Ms Wong Yuet Ming will retire at the AGM and, being eligible, will each offer himself or herself for re-election.

Details of Directors proposed to be re-elected in the AGM and detail of services contracts relating to directors are set out in Appendix II of this circular.

#### THE AGM

The following are the details of the AGM:

Date: 30 April 2012

Time: 11:30 a.m.

Venue: The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong

The Notice is set out on pages 13 to 17 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the time appointed for holding the AGM. The return of a form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

#### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share held.

After the conclusion of the AGM, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the website of the Company at [www.leeman.com.hk](http://www.leeman.com.hk).

## LETTER FROM THE BOARD OF DIRECTORS

### RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM to approve the general mandates to issue and repurchase Shares, the addition to the new issue mandate those shares repurchased pursuant to the Repurchase Mandate and the re-election of Directors.

Yours faithfully,  
For and on behalf of  
**Lee & Man Chemical Company Limited**  
**Ms Wai Siu Kee**  
*Chairman*



This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

This explanatory statement contains all reasonable information required pursuant to Rule 10.06(1)(b) of the Listing Rules which are set out as follows:

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 825,000,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM nor outstanding options, if any, granted under the Share Option Scheme being exercised, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 82,500,000 Shares.

### **2. REASONS FOR REPURCHASES**

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

### **3. FUNDING OF REPURCHASES**

Any repurchases may only be effected out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and articles of association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital (subject to the Companies Law), profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from profits of the Company or from the Company's share premium account or out of capital (subject to the Companies Law).

The repurchase of Shares made out of capital will be conditional upon the fact that immediately following the date on which payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

#### **4. STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the law of the Cayman Islands, a company's repurchased shares shall be treated as cancelled and its issued share capital (but not the authorized share capital) will be reduced accordingly.

#### **5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE**

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 financial statements contained in the annual report for the year ended 31 December 2011) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **6. DISCLOSURE OF INTERESTS**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is exercised and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is exercised.

#### **7. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

#### **8. TAKEOVERS CODE CONSEQUENCES**

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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Fortune Star Tradings Ltd., which is the controlling shareholder of the Company, held approximately 75% of the Shares issued by the Company. As at the Latest Practicable Date, the Directors are not aware of any consequences for Fortune Star Tradings Ltd. under the Takeovers Code as a result, solely, of the Directors exercising the Repurchase Mandate in full. However, if the Repurchase Mandate is exercised in full, the amount of Shares held by Fortune Star Tradings Ltd. will increase to approximately 83.33% and the amount of Shares held by the public will be reduced to less than 25% of the total issued share capital of the Company respectively. The Directors have no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

#### 9. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of securities have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

#### 10. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest price HK\$	Lowest price HK\$
<b>2011</b>		
April	10.60	8.95
May	10.52	9.38
June	10.90	8.48
July	10.36	9.00
August	9.20	5.83
September	6.67	4.02
October	5.77	3.44
November	5.39	4.52
December	5.09	4.51
<b>2012</b>		
January	5.48	4.30
February	7.03	5.30
March (as at the Latest Practicable Date)	7.04	5.92

**DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

Pursuant to the articles of association of the Company, the details of the Directors who are required to retire at the AGM according to the articles and who, being eligible, offer themselves for re-election at the AGM are as follows:

**(1) Mr Lee Man Yan – Executive Director**

Mr Lee Man Yan, aged 34, is the General Manager of Jiangsu Lee & Man Chemical Limited and Jiangxi Lee & Man Chemical Limited. He is in charge of the corporate and strategic planning of the chemical business, and is responsible for the procurement, staff recruitment, public relations and management operations of the chemical business. He graduated from the University of British Columbia, Canada with a bachelor's degree in commerce. He joined the Group in 2000. Mr Lee is a son of Ms Wai Siu Kee, the Group's Chairman.

Mr Lee entered into a service contract with the Company on 16 August 2010 for three years and which term shall continue thereafter unless and until terminated by either the Company or Mr Lee giving to the other not less than three months' notice in writing or payment of salary in lieu of notice to terminate the service contract. Pursuant to the service contract, he is entitled to receive monthly remuneration and a discretionary bonus to be decided by the majority of the Directors provided that the total amount of bonus payable to all the Directors in respect of any one financial year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year. For the year ended 31 December 2011, Mr Lee received total remuneration of HK\$1,806,000 from the Group. The Company's policy on remuneration for executive directors is based on that Director's experience, responsibility, workload and the time devoted to the Group.

In accordance with the meaning of Part XV of the SFO, Mr Lee is the ultimate controlling shareholder of the Company through its shareholding interest in Fortune Star Tradings Ltd., the controlling shareholder of the Company. As at the Latest Practicable Date, according to the register maintained by the Company pursuant to section 352 of the SFO, Fortune Star Tradings Ltd. is interested in 618,750,00 Shares, representing approximately 75% of the shares in the Company and Mr Lee Man Yan is interested in 45 shares, representing approximately 45% of the shares in Fortune Star Tradings Ltd.

In addition, Mr Lee Man Yan was also interested in 82,500,000 underlying Shares through options granted to him under the Share Option Scheme. The options will be exercisable in tranches from 23 April 2011 to 22 April 2015, at the subscription price of HK\$6.69 per share. As at the Latest Practicable Date, Mr Lee did not exercise any options.

Mr Lee did not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date. Save as disclosed above, Mr Lee does not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**(2) Mr Yang Zuo Ning – Executive Director**

Mr Yang Zuo Ning, aged 50, joined the Group in 2006 as the Deputy General Manager of Jiangsu Lee & Man Chemical Limited (a wholly owned subsidiary of the Company). Mr Yang is a national certified senior engineer and has over 29 years of production experience in chloralkali industry. He is responsible for the overall production supervision, strategic planning and general management of the Group's manufacturing activities in the People's Republic of China ("PRC").

Mr Yang entered into a service contract with the Company on 27 June 2011. Pursuant to the service contract, Mr Yang is entitled to monthly remuneration and a discretionary management bonus, which will be determined with reference to his duties and responsibilities within the Company, the Company's performance and the then prevailing market conditions. This discretionary management bonus will be subject to approval by the Board (in which case Mr Yang may not vote on such resolution regarding the amount of discretionary management bonus payable to him), provided that the total amount of bonus payable to all the Directors for such year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year. For the year ended 31 December 2011, Mr Yang received total remuneration of HK\$1,136,000 from the Group. Mr Yang has been appointed for a fixed term of one year and such term of appointment may be terminated by either party giving not less than three months' prior notice in writing.

Save as disclosed above, Mr Yang did not hold any directorship in any other listed company in the past three years. Mr Yang has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the latest Practical Date, Mr Yang does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

**(3) Ms Wong Yuet Ming – Executive Director**

Ms Wong Yuet Ming, aged 47, joined the Group in 2004 as the financial controller and has also acted as the company secretary of the Group since 2007. Ms Wong has over 22 years of experience in the field of auditing and accounting. Ms Wong graduated from the Soochow University, Taipei, Republic of China with a bachelor's degree of business administration in accounting and she holds a master's degree in business administration from the University of Surrey, United Kingdom. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. She is responsible for managing and overseeing compliance, reporting obligations and financial matters of the Group.

Ms Wong is also the company secretary of Lee & Man Handbags Holding Limited (stock code: 1488) whose shares are listed on the Main Board of the Stock Exchange.

Ms Wong entered into a service contract with the Company on 27 June 2011. According to the service contract, Ms Wong is entitled to monthly remuneration and a discretionary management bonus, which will be determined with reference to her duties and responsibilities within the Company, the Company's performance and the then prevailing market conditions. This discretionary management bonus will be subject to approval by the Board (in which case Ms Wong may not vote on such resolution regarding the amount of discretionary management bonus payable to her), provided that the total amount of bonus payable to all the Directors for such year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year. For the year ended 31 December 2011, Ms Wong received total remuneration of HK\$388,000 from Group. Ms Wong has been appointed for a fixed term of one year and such term of appointment may be terminated by either party giving not less than three months' prior notice in writing.

Save as disclosed above, Ms Wong did not hold any directorship in any other listed company in the past three years. Ms Wong has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the latest Practical Date, Ms Wong does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, each of Mr Lee Man Yan, Mr Yang Zuo Ning and Ms Wong Yuet Ming and the Company are not aware of any other information which needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in respect of their respective re-elections nor any other matters which need to be brought to the attention of the Shareholders regarding their respective re-elections.

NOTICE OF ANNUAL GENERAL MEETING



**LEE & MAN CHEMICAL COMPANY LIMITED**  
**理文化工有限公司**

*(formerly known as "Lee & Man Holding Limited")*  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 746)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting ("AGM") of Lee & Man Chemical Company Limited (the "Company") will be held at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on 30 April 2012 at 11:30 a.m. for the following purposes:

As ordinary business, to consider and if thought fit, pass the following resolutions:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2011;
2. To declare a final dividend for the year ended 31 December 2011;
3. To re-elect Mr Lee Man Yan as an executive director of the Company;
4. To re-elect Mr Yang Zuo Ning as an executive director of the Company;
5. To re-elect Ms Wong Yuet Ming as an executive director of the Company;
6. To authorize the board of directors of the Company to fix the remuneration of all directors of the Company for the year ending 31 December 2012 and bonuses in favour of executive directors to be decided by the majority of the Board provided that the total amount of bonus payable to all the directors in respect of any one financial year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year;
7. To re-appoint Messrs Deloitte Touche Tohmatsu as auditors for the ensuing year and authorize the board of directors of the Company to fix their remuneration;

## NOTICE OF ANNUAL GENERAL MEETING

8. (i) **“THAT:**
- (a) subject to paragraph (c), the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorize the board of 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 (whether pursuant to an option or otherwise) by the board of directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of the subscription rights under the share option scheme of the Company adopted on 14 December 2001, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at 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 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 law of the Cayman Islands to be held; and
    - (III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.



## NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Company to shareholders of the Company 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 board of 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, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

9. **“THAT:**

- (a) the exercise by the board of directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required to be held by any other applicable law of the Cayman Islands or the articles of association of the Company; and
- (III) the revocation or variation of this resolution of the Shareholders in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

and as special business, to consider and, if thought fit, pass the following as ordinary resolution:

10. “**THAT** conditional upon resolutions numbered 8 and 9 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the board of directors of the Company as mentioned in resolution number 9 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the board of directors of the Company pursuant to resolution number 8 above.”

By Order of the Board  
**Ms Wong Yuet Ming**  
*Company Secretary*

Hong Kong, 23 March 2012

*Place of business in Hong Kong:*

8th Floor Liven House  
61-63 King Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Ms Wai Siu Kee, Mr Lee Man Yan, Mr Yang Zuo Ning and Ms Wong Yuet Ming and three independent non-executive directors, namely Mr Wong Kai Tung, Tony, Mr Wan Chi Keung, Aaron *BBS JP* and Mr Heng Victor Ja Wei.

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. Any member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. Where there are joint registered holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM, and in default the form of proxy shall not be treated as valid.
5. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. A form of proxy for use at the AGM is enclosed.