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If you have sold or transferred all your securities in **Capital VC Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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 the transferee.

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CAPITAL
VC LIMITED

首都創投有限公司

Capital VC Limited 首都創投有限公司

*(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as CNI VC Limited)*
(Stock Code: 2324)

PROPOSED CAPITAL REORGANISATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the board of directors of the Company is set out on pages 3 to 9 of this circular. A form of proxy for use at the extraordinary general meeting of the Company (“EGM”) is enclosed with this circular.

A notice convening an extraordinary general meeting of the Company to be held at Room 602, 6th Floor, New World Tower, 16-18 Queen’s Road Central, Hong Kong, Hong Kong at 4:30 p.m. on Friday, 8 February 2013 is set out on pages 10 to 11 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed herein. Whether or not you are able to attend the meeting in person, 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 Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

16 January 2013

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	ii
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF EGM	10

EXPECTED TIMETABLE

The expected timetable for implementation of the Capital Reorganisation and the associated trading arrangements are set out below:–

2013

Latest time for return of proxy form of EGM
(not less than 48 hours prior to time of EGM) 4:30 p.m., Wednesday, 6 February

Expected date and time of EGM 4:30 p.m., Friday, 8 February

Announcement of poll results of EGM Friday, 8 February

The following events are conditional on the poll results of the EGM and the date of the Court hearing(s). The dates are therefore tentative.

Effective date of the Capital Reorganisation After 5:00 p.m., Tuesday, 2 April

Commencement of dealings in Adjusted Shares 9:00 a.m., Wednesday, 3 April

Original counter for trading in Shares (in board lots of
10,000 Shares) to be closed 9:00 a.m., Wednesday, 3 April

Temporary counter for trading in Adjusted Shares
in board lots of 1,000 Adjusted Shares (in form of
existing share certificates) to be opened 9:00 a.m., Wednesday, 3 April

Free exchange of existing share certificates for new share
certificates of the Adjusted Shares commences Wednesday, 3 April

Designated broker starts to stand in the market to
provide matching services for the sale and
purchase of odd lots of Adjusted Shares 9:00 a.m., Thursday, 18 April

Original counter for trading in Adjusted Shares
(in board lots of 10,000 Adjusted Shares in the form of
new share certificates for Adjusted Shares) reopens 9:00 a.m., Thursday, 18 April

Parallel trading in Adjusted Shares (in form of new share certificates
and existing share certificates) commences 9:00 a.m., Thursday, 18 April

Temporary counter for trading in Adjusted Shares
in board lots of 1,000 Adjusted Shares (in form of
existing share certificates) to be closed 4:00 p.m., Thursday, 9 May

Parallel trading in Adjusted Shares
(in form of new and existing share certificates) ends 4:00 p.m., Thursday, 9 May

EXPECTED TIMETABLE

2013

Designated broker ceases to stand in the market to
provide matching services for the sale and
purchase of odd lots of Adjusted Shares 4:00 p.m., Thursday, 9 May

Free exchange of existing share certificates for
new share certificates ends Tuesday, 14 May

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above depend on the results of the EGM and are therefore for indicative purpose only. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.

DEFINITIONS

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

“Adjusted Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company upon the Capital Reorganisation becoming effective
“Adjustment Proposal”	the Capital Reduction and the application of the credit arising from the Capital Reduction as described in the section headed “Proposed Capital Reorganisation” in this circular
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and Public Holiday) on which banks are generally open for business more than five hours in Hong Kong
“Capital Reduction”	the proposed reduction of the nominal value of the issued Consolidated Shares from HK\$1.00 each to HK\$0.001 each by cancelling the paid-up capital to the extent of HK\$0.999 on each of the issued Consolidated Shares
“Capital Reorganisation”	the Share Consolidation, Adjustment Proposal and subdivision of authorised but unissued Shares as described in the section headed “Proposed Capital Reorganisation” in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	Capital VC Limited, a company incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as CNI VC Limited, whose Shares are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$1.00 each in the issued share capital of the Company upon the Share Consolidation becoming effective
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Capital Reorganisation
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 January 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share Consolidation”	the proposed consolidation of every ten (10) issued Shares of HK\$0.10 each into one (1) Consolidated Share of HK\$1.00 each prior to the Capital Reduction
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company prior to the Capital Reorganisation
“Shareholder(s)”	holder(s) of Share(s) or Adjusted Share(s) (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%” or “per cent.”	percentage or per centum

LETTER FROM THE BOARD



CAPITAL
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*(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as CNI VC Limited)*

(Stock Code: 2324)

Executive Directors:

Mr. Kong Fanpeng
Mr. Chan Cheong Yee

Non-executive Director:

Mr. Hung Cho Sing

Independent non-executive Directors:

Mr. Lam Kwan
Mr. Ong Chi King
Mr. Cheung Kwok Yu

Registered office:

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

*Head office and principal place of
business in Hong Kong*

Room 602, 6th Floor
New World Tower
16-18 Queen's Road Central
Hong Kong

16 January 2013

To the Shareholders

Dear Sir/Madam,

PROPOSED CAPITAL REORGANISATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

On 3 January 2013, the Board announced to implement the proposed Capital Reorganisation.

The purpose of this circular is to provide you with further information regarding, among other things, the proposed Capital Reorganisation and the notice convening the EGM.

LETTER FROM THE BOARD

PROPOSED CAPITAL REORGANISATION

The Directors propose to effect the Capital Reorganisation pursuant to which:

- i. every ten (10) issued Shares of HK\$0.10 each will be consolidated into one (1) Consolidated Share of HK\$1.00 each;
- ii. immediately following the Share Consolidation, the paid-up capital of each Consolidated Share will be reduced from HK\$1.00 to HK\$0.001 by cancelling paid-up capital to the extent of HK\$0.999 on each Consolidated Share by way of a reduction of capital so as to form Adjusted Share of HK\$0.001 each;
- iii. the credit arising from such Capital Reduction will be applied towards cancelling the accumulated deficit of the Company (if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company; and
- iv. immediately following the Capital Reduction, each of the authorised but unissued Shares of HK\$0.10 will be subdivided into one hundred (100) Adjusted Shares of HK\$0.001 each.

The Adjustment Proposal comprises points (ii) and (iii) above.

Any fraction of Adjusted Shares arising from the Capital Reorganisation will not be issued to the Shareholders but will be aggregated and, if possible, sold (if a premium, net of expenses, can be obtained) for the benefit of the Company.

Conditions of the Capital Reorganisation

The Capital Reorganisation (which will be effected in accordance with the articles of association of the Company and the Companies Law) is conditional upon:

- i. the passing of a special resolution to approve the Capital Reorganisation by the Shareholders at the EGM;
- ii. approval of the Adjustment Proposal to the extent required by the Court;
- iii. compliance with any conditions imposed by the Court;
- iv. the registration of the Court order confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction with the Registrar of Companies in the Cayman Islands; and
- v. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares in issue upon the Capital Reorganisation becoming effective.

No Shareholder is required to abstain from voting on the Capital Reorganisation at the EGM.

LETTER FROM THE BOARD

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Adjusted Shares to be issued upon the Capital Reorganisation becoming effective.

Expected effective date of the Capital Reorganisation

The Capital Reorganisation will become effective after all conditions set out above have been fulfilled.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 comprising 2,000,000,000 Shares of HK\$0.10 each and the issued share capital is HK\$100,928,683.10 divided into 1,009,286,831 Shares. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the effective date of the Capital Reorganisation, immediately after the Share Consolidation and the Capital Reduction, the issued share capital of the Company will become HK\$100,928.68 divided into 100,928,683 Adjusted Shares of HK\$0.001 each. As such, a credit of approximately HK\$100.83 million will arise in the books of the Company as a result of the Share Consolidation and the Capital Reduction. Such credit will be used to set off any accumulated deficit of the Company at the relevant time (if any) with the balance (if any) to be transferred to the distributable capital reduction reserve account of the Company which may be utilised by the Directors as distributable reserve in accordance with the articles of association of the Company and all applicable laws. The accumulated losses of the Company were approximately HK\$78.00 million as shown in the audited financial statements of the Company for the year ended 30 June 2012.

The authorised share capital of the Company immediately after the Capital Reorganisation becoming effective will be HK\$200,000,000 divided into 200,000,000,000 Adjusted Shares of HK\$0.001 each, of which 100,928,683 Adjusted Shares will be in issue (assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the effective date of the Capital Reorganisation).

The effect of the Capital Reorganisation on the share capital of the Company is summarised below:

	Prior to the Capital Reorganisation (assuming no further Shares are issued or repurchased from the Latest Practicable Date)	Immediately upon the Capital Reorganisation becoming effective
Nominal value of each share	HK\$0.10	HK\$0.001
Number of authorised shares	2,000,000,000	200,000,000,000
Authorised share capital	HK\$200,000,000	HK\$200,000,000
Number of shares of the Company in issue	1,009,286,831	100,928,683
Issued and fully paid-up share capital	HK\$100,928,683.10	HK\$100,928.68

LETTER FROM THE BOARD

Other than the relevant expenses incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, liabilities, business, operations, management or financial position of the Company and the Group or the interests of the Shareholders as a whole save for any fractional Adjusted Shares (if any) to which the Shareholders would otherwise be entitled. The Directors believe that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

The Adjusted Shares will rank *pari passu* in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

Reasons for the Capital Reorganisation

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Shares, the Board proposes to effect the Share Consolidation in order to comply with the trading requirements of the Listing Rules. The Capital Reduction will enable the Company to apply the credit arising from the Capital Reduction to eliminate its accumulated deficit with the balance (if any) to be transferred to a distributable reserve account of the Company to be applied in such manner as the Directors consider appropriate and in accordance with the articles of association of the Company and all applicable laws.

The proposed Capital Reorganisation will reduce the total number of Shares currently in issue. It is expected to bring about a corresponding upward adjustment in the trading price of the Adjusted Shares on the Stock Exchange.

Accordingly, the Board is of the view that the Capital Reorganisation is beneficial to the Company and the Shareholders as a whole.

Listing and Dealings

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Adjusted Shares upon the Capital Reorganisation becoming effective.

The Adjusted Shares will rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal in is being or is proposed to be sought on other stock exchanges.

LETTER FROM THE BOARD

Trading arrangement and free exchange of share certificates for the Adjusted Shares

The Shares are currently traded in board lots of 10,000 Shares each and the market value per board lot of the Shares is HK\$670, based on the closing price of HK\$0.067 per Share as quoted on the Stock Exchange at the Latest Practicable Date. Assuming the Capital Reorganisation becomes effective, the Adjusted Shares will be traded in board lots of 10,000 and the estimated market value per board lot of the Adjusted Shares will be HK\$6,700, based on the closing price of HK\$0.67 per Adjusted Share (based on the closing price of HK\$0.067 per Share as quoted on the Stock Exchange at the Latest Practicable Date and adjusted for the effect of the Capital Reorganisation).

Subject to the Capital Reorganisation becoming effective, the Shareholders may, during a period to be specified in the section headed “Expected timetable” in this circular, submit certificates for the Shares to the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for exchange, at the expense of the Company, for share certificates for the Adjusted Shares. Thereafter, certificates for the Shares will be accepted for exchange only on payment of a fee of the higher of HK\$2.50 or such other amount as may from time to time be allowed by the Stock Exchange for each new share certificate issued for Adjusted Shares or old share certificates cancelled. Certificates for the Shares will continue to be good evidence of legal title and may be exchanged for share certificates for Adjusted Shares at any time at the expense of the Shareholders.

TRADING ARRANGEMENTS

Subject to the Capital Reorganisation becoming effective, the arrangement for trading in the Adjusted Shares will be as follows:

- (i) with effect from 9:00 a.m. on Wednesday, 3 April 2013, the original counter for trading in Shares in board lots of 10,000 Shares will be temporarily closed;
- (ii) with effect from 9:00 a.m. on Wednesday, 3 April 2013, a temporary counter for trading in Adjusted Shares in board lots of 1,000 Adjusted Shares, in the form of existing share certificates for the Shares, will be opened, and for the purpose of settlement and delivery for trading at this temporary counter every ten Shares will be deemed to represent one Adjusted Share. Only existing pink-colour share certificates for the Shares can be traded at this counter;
- (iii) with effect from 9:00 a.m. on Thursday, 18 April 2013, the original counter will be re-opened for trading in the Adjusted Shares in the board lots of 10,000. Only new blue-colour share certificates for the Adjusted Shares can be traded at this counter;
- (iv) during the period from 9:00 a.m. on Thursday, 18 April 2013 to 4:00 p.m. on Thursday, 9 May 2013 (both days inclusive), parallel trading will be permitted at the above two counters;
- (v) the temporary counter for trading in Adjusted Shares in board lots of 1,000 in the form of existing pink-colour share certificates will be removed after the close of trading at 4:00 p.m. on Thursday, 9 May 2013; and

LETTER FROM THE BOARD

- (vi) with effect from 9:00 a.m. on Friday, 10 May 2013, trading will only be done in Adjusted Shares in board lots of 10,000 (in the form of new blue-colour share certificates). Nevertheless, existing pink-colour certificates for the Shares will continue to be good evidence of legal title but will cease to be acceptable for dealings, trading and settlement purpose.

Odd lots arrangements and matching services

In order to alleviate the difficulties arising from the existence of odd lots of Adjusted Shares, the Company has appointed Radland International Limited to provide matching services for sale and purchase of the odd lots of Adjusted Shares on a best effort basis during the period from Thursday, 18 April 2013 to Thursday, 9 May 2013 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. KK Au Yeung of Radland International Limited at 26th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong during office hours of such period. Shareholders should note that successful matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed and will depend on there being adequate amounts of odd lots of Adjusted Shares available for such matching.

If you are in any doubt as to the above arrangements, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

EGM

The notice convening the EGM is set out on pages 10 to 11 of this circular. The EGM will be convened for the purpose of considering and, if thought fit, passing the special resolution to approve the Capital Reorganisation.

To the best knowledge of the Directors, no Shareholders have a material interest in the Capital Reorganisation different to that of any other Shareholders and accordingly, no Shareholders will have to abstain from voting at the EGM.

A form of proxy for use by the Shareholders at the EGM is enclosed. Whether or not you are able to attend the meeting in person, 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 Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Board (including the independent non-executive Directors) holds the view that the Capital Reorganisation is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favor of the special resolution to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

By Order of the Board
CAPITAL VC LIMITED
Chan Cheong Yee
Executive Director

NOTICE OF EGM



CAPITAL
VC LIMITED

首都創投有限公司

Capital VC Limited 首都創投有限公司

*(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as CNI VC Limited)*

(Stock Code: 2324)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Capital VC Limited (the “Company”) will be convened and held at 4:30 p.m. on Friday, 8 February 2013 at Room 602, 6th Floor, New World Tower, 16-18 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Adjusted Shares (as defined below); (ii) approval by the Grand Court of the Cayman Islands (the “Court”) of the Capital Reduction (as defined below); (iii) compliance with any conditions imposed by the Court; and (iv) registration of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction with the Register of Companies of the Cayman Islands, with effect from the date on which those conditions are fulfilled the (“Effective Date”):

- (a) every ten (10) issued ordinary shares with par value of HK\$0.10 each in the issued share capital of the Company be consolidated (the “Share Consolidation”) into one (1) consolidated share with par value of HK\$1.00 each (“Consolidated Share(s)”);
- (b) immediately following the Share Consolidation, the issued and paid-up capital of each Consolidated Share be reduced (the “Capital Reduction”) from HK\$1.00 to HK\$0.001 by cancelling paid-up capital to the extent of HK\$0.999 on each Consolidated Share by way of a reduction of capital so as to form an ordinary share with par value of HK\$0.001 each (“Adjusted Share(s)”); and the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the Effective Date (if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the directors of the Company as a distributable reserve in accordance with the articles of association of the Company and all applicable laws;

NOTICE OF EGM

- (c) all fractional Consolidated Shares and/or Adjusted Shares will be disregarded and not be issued to the holders of the existing ordinary shares with par value of HK\$0.10 each of the Company but all fractional Consolidated Shares and/or Adjusted Shares will be aggregated and, if possible, sold for the benefit of the Company;
- (d) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of HK\$0.10 each be subdivided into one hundred (100) unissued Adjusted Shares, and the Adjusted Shares shall rank *pari passu* in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (e) the directors of the Company be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which in their absolute discretion consider to be necessary, desirable or expedient to implement and give effect to the Capital Reorganisation.

For the purpose of this resolution, “Capital Reorganisation” shall mean the steps as set out in the above sub-paragraphs (a) to (d) collectively.”

By Order of the Board
Capital VC Limited
Chan Cheong Yee
Executive Director

Hong Kong, 16 January 2013

Notes:

1. A form of proxy to be used for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or, if he is the holder of two or more shares, more than one person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting either personally 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 personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
5. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queens Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date of this notice, the board of directors of the Company comprises executive directors Mr. Kong Fanpeng and Mr. Chan Cheong Yee; non-executive director Mr. Hung Cho Sing; and independent non-executive directors Mr. Lam Kwan, Mr. Ong Chi King and Mr. Cheung Kwok Yu.