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If you have sold all your shares in **Daisho Microline Holdings Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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DAISHO MICROLINE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0567)

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

A notice convening an annual general meeting of Daisho Microline Holdings Limited to be held at Unit 14, 7/F., Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 3 September 2010 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch 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 holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof, should you so wish.

29 July 2010

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DEFINITIONS

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

| | |
|---------------------------|---|
| “2010 AGM” | the annual general meeting of the Company to be held at Unit 14, 7/F Hong Kong International Trade & Exhibition Centre, 1 Trademart Kowloon Bay, Kowloon, Hong Kong on Friday, 3 September 2010 at 10:00 a.m., notice of which is set out on pages 11 to 14 of this circular |
| “Board” | the board of Directors of the Company |
| “Bye-Law(s)” | bye-law(s) of the Company |
| “Company” | Daisho Microline Holdings Limited, a limited company incorporated in Bermuda with its shares listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Latest Practicable Date” | 23 July 2010, 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 |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares listed on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution to grant such mandate at the 2010 AGM |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | share(s) of HK\$0.10 each in the capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD



DAISHO MICROLINE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0567)

Directors:

Executive Directors:

Chan Sik Ming, Harry (*Chairman and
Chief Executive Officer*)

Motofumi Tsumura

Hiroto Sasaki

Hiroyuki Kikuchi

Au-Yeung Wai Hung

Independent Non-Executive Directors:

Kohu Kashiwagi

Chan Yuk Tong

Li Chi Kwong

Registered Offices:

Canon's Court

22 Victoria Street

Hamilton, HM12

Bermuda

*Principal Place of Business
in Hong Kong:*

Units B12-16, 3rd Floor, Block B

Hoplite Industrial Centre

3-5 Wang Tai Road

Kowloon Bay

Hong Kong

29 July 2010

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the 2010 AGM of the Company to be held on 3 September 2010 for the purpose of considering and if thought fit, passing resolutions to approve the general mandates granted to the Directors to issue and repurchase Shares of the Company and the re-election of the Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

Ordinary resolutions set out as resolutions numbered 4 to numbered 6 in the notice of 2010 AGM will be proposed to grant general mandates to the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the resolution and the nominal amount of any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the resolution); and (ii) to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the resolution. Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued or repurchased prior to the date of passing the relevant ordinary resolutions, the exercise in full of the general mandates would result in the issue and repurchase by the Company of a maximum of 96,048,757 Shares and 48,024,378 Shares respectively.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to the Company's private act known as "The Juko Laboratories Holdings Limited Company Act 1990", which is an Act of the Company's former name of Juko Laboratories Holdings Limited when it was first established, the Chairman of the Company is not required to be subject to rotation in accordance with the Bye-Laws. However, in the spirit of good corporate governance practice, the existing Chairman of the Company, Mr. Chan Sik Ming, Harry has agreed to retire on a voluntary basis at least once every three years. He will also retire and, being eligible, will offer himself for re-election at the 2010 AGM.

In accordance with Bye-Law 99(A), Mr. Motofumi Tsumura, Mr. Hiroto Sasaki and Mr. Kohu Kashiwagi will retire by rotation and, being eligible, will offer themselves for re-election at the 2010 AGM.

The biographical details in respect of Mr. Chan Sik Ming Harry, Mr. Motofumi Tsumura, Mr. Hiroto Sasaki and Mr. Kohu Kashiwagi are set out in Appendix II to this circular.

2010 AGM

The notice convening the 2010 AGM to be held at Unit 14, 7/F., Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay Kowloon, Hong Kong on 3 September 2010 at 10:00 a.m. is set out on pages 11 to 14 of this circular.

LETTER FROM THE BOARD

According to Bye-Law 70, at any general meeting a resolution put to vote at 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:–

- (i) by the chairman of the meeting; or
- (ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or, in the case of a member being corporation, by its duly authorised corporate representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy and holding Shares conferred 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the 2010 AGM will put each of the resolutions proposed at the 2010 AGM to be voted by way of a poll.

RECOMMENDATION

The Directors believe that the granting of the general mandates and the re-election of Directors are in the interests of the Company and the Shareholders and accordingly recommend you to vote in favour of all the resolutions relating to the general mandates to issue Shares and repurchase Shares and the re-election of Directors to be proposed at the 2010 AGM.

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

Yours faithfully,
By Order of the Board
Au-Yeung Wai Hung
Executive Director

The following serves as an explanatory statement in compliance with the Listing Rules to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$48,024,378.50 comprising 480,243,785 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate (as set out in resolution numbered 5 of the notice of the 2010 AGM) and on the basis that no further Shares are issued prior to the 2010 AGM, exercise in full of the Repurchase Mandate would result in the repurchase by the Company of a maximum of 48,024,378 Shares during the period ending on the earliest of the date of the next annual general meeting following the 2010 AGM, the date by which the next annual general meeting following the 2010 AGM of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 March 2010 (being the date to which the latest audited financial statements of the Company were made up) in the event that the Repurchase Mandate is carried out in full during the proposed repurchase period. 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply its retained earnings or funds which are legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws and all applicable laws of Bermuda.

4. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months from 1 July 2009 up to the Latest Practicable Date were as follows:

| | Highest per Share <i>HK\$</i> | Lowest per Share <i>HK\$</i> |
|--|---|--|
| 2009 | | |
| July | 0.77 | 0.35 |
| August | 0.79 | 0.53 |
| September | 0.69 | 0.50 |
| October | 0.64 | 0.46 |
| November | 0.62 | 0.52 |
| December | 0.67 | 0.44 |
| 2010 | | |
| January | 0.75 | 0.47 |
| February | 0.60 | 0.49 |
| March | 0.67 | 0.54 |
| April | 0.71 | 0.60 |
| May | 0.63 | 0.48 |
| June | 0.56 | 0.49 |
| July (up to the Latest Practicable Date) | 0.64 | 0.48 |

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate in the event that such mandate is approved by Shareholders.

No connected person, as defined in the Listing Rules, has notified the Company that he/she has a present intention to sell any Shares to the Company, nor has he/she undertaken not to do so in the event that the Repurchase Mandate is approved by Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and in accordance with the Memorandum of Association and Bye-Laws of the Company.

7. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase shares pursuant to the repurchase mandate, 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 Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all shares not already owned by such shareholder or group of shareholders.

As at the Latest Practicable Date, Mr. Chan Sik Ming, Harry was interested in 143,601,417 Shares representing approximately 29.90% of the issued share capital of the Company. On the basis of 480,243,785 Shares in issue and 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 shareholding of Mr. Chan Sik Ming, Harry in the Company would increase to approximately 33.22% of the issued share capital of the Company. Such increase in shareholding will give rise to an obligation for Mr. Chan Sik Ming, Harry to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent. Save as aforesaid, the Directors are not aware of any other consequences which would arise under the Takeovers Code resulting from any repurchase of Shares pursuant to the Repurchase Mandate.

8. SHARES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Chan Sik Ming Harry, aged 56, has been an Executive Director of the Company since 1990. He is now the Chairman and the Chief Executive Officer of the Company responsible for the overall strategic planning for the Group. He is also a director of all subsidiaries of the Company and a member of both the Remuneration Committee and Executive Committee of the Company. Mr. Chan graduated from the University of Hitotsubashi in Japan with a Bachelor of Arts degree in Commerce in 1978. He has over 29 years of experience in the electronics industry. He is not related to any directors, senior management or substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Chan has not held any other positions with other members of the Group as at the Latest Practicable Date nor did he hold any other positions in other listed public companies during the past three years.

According to the service contract entered into between Mr. Chan and the Company, Mr. Chan have no fixed term of service. Under the service contract, he is entitled to a fixed amount of monthly salary which will increase at an annual rate of 10% on the first day of April each year along with his employer's contribution to provident fund equivalent to 5% of his monthly salary. The monthly salary for Mr. Chan is HK\$461,953 at present. He is also entitled to a management bonus calculated as a percentage of the consolidated net profit after taxation and extraordinary items of the Group which percentage shall be determined by the Board and in any event not exceeding 5% of such profit.

Pursuant to "The Juko Laboratories Holdings Limited Company Act 1990" an Act of the Company's former name of Juko Laboratories Holdings Limited when it was first established, the Chairman of the Company is not required to be subject to rotation in accordance with the Bye-laws. However, in the spirit of good corporate governance practice, the existing Chairman of the Company, Mr. Chan has agreed to retire on a voluntary basis at least once every three years at the annual general meeting. Hence, Mr. Chan shall be re-elected for a term of not more than approximately three years expiring at the conclusion of the third annual general meeting held in the third year following the year of re-election and on expiration of his term he shall be deemed a retiring director voluntarily and eligible for re-appointment.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Chan had personal interests in 39,680,000 Shares representing approximately 8.26% of the total issued share capital of the Company. Mr. Chan is also one of the beneficiaries of 103,921,417 Shares held by a trustee representing 21.64% per cent. of the total issued share capital of the Company.

There is no information relating to Mr. Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Motofumi Tsumura, aged 47, has been an Executive Director of the Company since October 1999. Mr. Tsumura graduated from the University of Seijo in Japan with a Business Management degree in 1985. He has over 25 years of experience in the electronics industry. He is not related to any director, senior management or substantial shareholders or controlling shareholders of the Company. Save as disclosed above, he has not held any other positions with other members of the Group nor did he hold any other positions in other listed public companies during the past three years.

There is no service contract entered into between Mr. Tsumura and the Company. Mr. Tsumura has no fixed term of service but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. He will be entitled to an emolument as determined by the Board from time to time with reference to his performance and duties, the Company's performance and profitability and the prevailing market conditions such as salaries paid by comparable companies, time commitment and responsibilities of the respective Directors as mentioned in the latest published annual report of the Company. He does not receive any remuneration at present.

As at the Latest Practicable Date, Mr. Tsumura has no interests within the meaning of Part XV of the SFO.

There is no information relating to Mr. Tsumura that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Hiroto Sasaki, aged 70, has been an Executive Director of the Company since October 2001. Mr. Sasaki is the Chairman of Daisho Denshi Co., Ltd., a substantial shareholder of the Company. He has over 43 years of experience in the manufacture of printed circuit boards. Save as disclosed above, he is not related to any director, senior management or substantial shareholders or controlling shareholders of the Company and he has not held any other positions with other members of the Group nor did he hold any other positions in other listed public companies during the past three years.

There is no service contract entered into between Mr. Sasaki and the Company. Mr. Sasaki has no fixed term of service but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. He will be entitled to an emolument as determined by the Board from time to time with reference to his performance and duties, the Company's performance and profitability and the prevailing market conditions such as salaries paid by comparable companies, time commitment and responsibilities of the respective Directors as mentioned in the latest published annual report of the Company. He does not receive any remuneration at present.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Sasaki had personal interests in 2,950,000 Shares representing approximately 0.61% of the total issued share capital of the Company.

There is no information relating to Mr. Sasaki that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Kohu Kashiwagi, aged 70, has been an Independent Non-Executive Director of the Company since 1996. He is also a member of both the Audit Committee and Remuneration Committee of the Company. Mr. Kashiwagi has over 40 years of experience in the electronics industry. He is not related to any director, senior management or substantial shareholders or controlling shareholders of the Company. Save as disclosed above, he has not held any other positions with other members of the Group nor did he hold any other positions in other listed public companies during the past three years.

Mr. Kashiwagi has no fixed term of service but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. He will be entitled to an emolument as determined by the Board from time to time with reference to his performance and duties, the Company's performance and profitability and the prevailing market conditions such as salaries paid by comparable companies, time commitment and responsibilities of the respective Directors as mentioned in the latest published annual report of the Company. He is entitled to an annual director's fee of HK\$20,000.

As at the Latest Practicable Date, Mr. Kashiwagi has no interests within the meaning of Part XV of the SFO.

There is no information relating to Mr. Kashiwagi that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



DAISHO MICROLINE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0567)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Unit 14, 7/F., Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 3 September 2010 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2010.
2. (a) To re-elect Director
 - (i) Mr. Chan Sik Ming, Harry
 - (ii) Mr. Motofumi Tsumura
 - (iii) Mr. Hiroto Sasaki
 - (iv) Mr. Kohu Kashiwagi
- (b) To fix the number of directors to twelve
- (c) To authorise the Board of Directors to fix the remuneration of the directors
3. (a) To appoint Ernst & Young as Auditors for the ensuing year
- (b) To authorise the Board of Directors to fix the remuneration of the Auditors
4. As special business to consider and, if thought fit, pass the following resolution as an ordinary resolution with or without modifications:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue Shares of HK\$0.10 each in the capital of the Company and to make and grant offers, agreements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant period (as hereinafter defined) to make or grant offers, arrangements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (as hereinafter defined); (ii) an issue of shares as scrip dividends in accordance with the bye-laws of the Company from time to time, or (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any bonds, warrants, debenture, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or arrangement or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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; or
- (ii) 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 law(s) of Bermuda to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at this date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution with or without modifications:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) The aggregate nominal amount of the share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, and on the basis that no further shares are issued prior to the date of passing this resolution, exercise in full of the repurchase mandate would result in the repurchase by the Company of a maximum of 48,024,378 shares, 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 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 of Bermuda to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution with or without modifications:

“**THAT** the exercise by the directors of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company in accordance with the general mandate granted pursuant to the resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 5 set out in the notice convening this meeting provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.”

By Order of the Board
Au-Yeung Wai Hung
Company Secretary

Hong Kong, 29 July 2010

Notes:

1. The chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting if the member so wishes.
4. An explanatory statement containing further details in respect of the resolution numbered 5 is set out in Appendix I of this Circular dated 29 July 2010.
5. With regard to the resolution numbered 2 in this notice, the Board of Directors recommends to the members of the Company to vote for the re-election of the four retiring directors, namely, Mr. Chan Sik Ming, Harry, Mr. Motofumi Tsumura, Mr. Hiroto Sasaki and Mr. Kohu Kashiwagi who have all agreed to stand for the re-election. The biographical information of the four retiring directors are set out in the Appendix II to this Circular dated 29 July 2010.