
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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The logo for Smart Union, featuring the words "Smart Union" in a white, cursive font on a red rectangular background, with a blue horizontal bar below it.

SMART UNION GROUP (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

合俊集團(控股)有限公司

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

- (1) RE-ELECTION OF DIRECTORS;
- (2) NOTICE OF 2009 ANNUAL GENERAL MEETING;
- (3) NOTICE OF 2010 ANNUAL GENERAL MEETING; AND
- (4) NOTICE OF 2011 ANNUAL GENERAL MEETING

Financial Advisor to the Company



A letter from the joint and several provisional liquidators of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (the "Company") is set out on pages 3 to 5 of this circular. A notice convening the 2009 annual general meeting (the "2009 AGM") of the Company to be held at 10:00 a.m. on Monday, 31 October 2011, at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong is set out on pages 8 to 9 of this circular. A notice convening the 2010 annual general meeting (the "2010 AGM") of the Company to be held at 10:30 a.m. on Monday, 31 October 2011, at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong (or immediately after the 2009 AGM) is set out on pages 10 to 11 of this circular. A notice convening the 2011 annual general meeting (the "2011 AGM") of the Company to be held at 11:00 a.m. on Monday, 31 October 2011, at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong (or immediately after the 2010 AGM) is set out on pages 12 to 13 of this circular. Forms of proxy for use at the 2009 AGM, 2010 AGM and 2011 AGM are enclosed with this circular. Such forms of proxy are also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you intend to attend the 2009 AGM, 2010 AGM and 2011 AGM you are advised to read the notice and complete the enclosed forms of proxy in accordance with the instructions printed thereon as soon as possible and return the forms of proxy to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meetings or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the meetings or any adjourned meeting if you wish in which event the relevant form(s) of proxy shall be deemed revoked.

27 September 2011

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DEFINITIONS

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

“2009 AGM”	the 2009 annual general meeting of the Company to be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, on Monday, 31 October 2011 at 10:00 a.m., notice of which is set out on pages 8 to 9 of this circular
“2010 AGM”	the 2010 annual general meeting of the Company to be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, on Monday, 31 October 2011 at 10:30 a.m. (or immediately after the 2009 AGM), notice of which is set out on pages 10 to 11 of this circular
“2011 AGM”	the 2011 annual general meeting of the Company to be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, on Monday, 31 October 2011 at 11:00 a.m. (or immediately after the 2010 AGM), notice of which is set out on pages 12 to 13 of this circular
“AGMs”	the 2009 AGM, the 2010 AGM and the 2011 AGM
“Articles of Association”	the articles of association of the Company as may be amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2700)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	23 September 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, but for the purpose of this circular does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Provisional Liquidators”	Mr. John Robert Lees and Mr. Mat Ng, the joint and several provisional liquidators of the Company, both of John Lees & Associates Limited acting without personal liability
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 2 September 2006
“Share(s)”	ordinary share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE PROVISIONAL LIQUIDATORS

The logo for Smart Union, featuring the words "Smart Union" in a white, cursive font on a red rectangular background. Below the red background is a blue horizontal bar.

SMART UNION GROUP (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

合俊集團(控股)有限公司

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

Provisional Liquidators:

Mr. John Robert Lees

Mr. Mat Ng

Executive Directors:

Mr. Wu Kam Bun (*Chairman*)

Mr. Ho Wai Wah

Mr. Wong Wai Chuen

Registered office:

Cricket Square, Hutchins Drive

P.O. box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business:

20/F Henley Building

5 Queen's Road Central

Hong Kong

27 September 2011

To the Shareholders

Dear Sir or Madam,

- (1) RE-ELECTION OF DIRECTORS;**
- (2) NOTICE OF 2009 ANNUAL GENERAL MEETING;**
- (3) NOTICE OF 2010 ANNUAL GENERAL MEETING; AND**
- (4) NOTICE OF 2011 ANNUAL GENERAL MEETING**

INTRODUCTION

At the 2009 AGM, 2010 AGM and 2011 AGM, resolutions will be proposed to consider, among other matters, the re-election of the Directors.

The primary purpose of this circular is to provide information regarding the resolutions to be proposed at the AGMs and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGMs. This circular also contains biographies of the Directors who will retire at the AGMs and, being eligible, offer themselves for re-election.

RE-ELECTION OF DIRECTORS

In the 2009 AGM, Mr. Wu Kam Bun will retire from his office as executive Director by rotation, and being eligible, he will offer himself for re-election in accordance with Article 87.

LETTER FROM THE PROVISIONAL LIQUIDATORS

In the 2010 AGM, Mr. Ho Wai Wah will retire from his office as executive Director by rotation, and being eligible, he will offer himself for re-election in accordance with Article 87.

In the 2011 AGM, Mr. Wong Wai Chuen will retire from his office as executive Director by rotation, and being eligible, he will offer himself for re-election in accordance with Article 87.

2009 AGM

A notice convening the 2009 AGM is set out on pages 8 to 9 of this circular.

A form of proxy for use in the 2009 AGM is enclosed. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

Announcement will be made by the Company after the 2009 AGM of the results of the 2009 AGM pursuant to Rule 13.39(5) of the Listing Rules.

2010 AGM

A notice convening the 2010 AGM is set out on pages 10 to 11 of this circular.

A form of proxy for use in the 2010 AGM is enclosed. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

Announcement will be made by the Company after the 2010 AGM of the results of the 2010 AGM pursuant to Rule 13.39(5) of the Listing Rules.

2011 AGM

A notice convening the 2011 AGM is set out on pages 12 to 13 of this circular.

A form of proxy for use in the 2011 AGM is enclosed. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

Announcement will be made by the Company after the 2011 AGM of the results of the 2011 AGM pursuant to Rule 13.39(5) of the Listing Rules.

ACTIONS TO BE TAKEN

Whether you intend to attend the AGMs or not, you are advised to read the notice and complete the enclosed forms of proxy in accordance with the instructions printed thereon as soon as possible and return the forms of proxy to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before

LETTER FROM THE PROVISIONAL LIQUIDATORS

the time appointed for holding such AGMs or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGMs or any adjourned annual general meeting if you so wish, in which event any such form of proxy provided to the Company shall be deemed revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGMs must be taken by poll and therefore, the resolutions to be put to vote at the AGMs will be taken by way of poll under the provisions of the Articles of Association.

RECOMMENDATION

The Directors and Provisional Liquidators believe that the proposed re-election of Directors as referred to in this circular is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the AGMs.

GENERAL

Your attention is drawn to the information set out in the appendix to this circular.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

Trading in the Shares has been suspended since 9:44 a.m. on 15 October 2008 at the request of the Company and will remain suspended until further notice. The release of this circular is not an indication that trading in the Shares will necessarily be resumed.

Shareholders of and potential investors in the Company should exercise caution when dealing in the Shares.

For and on behalf of
Smart Union Group (Holdings) Limited
(Provisional Liquidators Appointed)
John Robert Lees
Mat Ng
Joint and Several Provisional Liquidators
acting as agents for and on behalf of the Company
without personal liability

The following are the particulars of the Directors who will be retiring from their respective offices and will be proposed to be re-elected at the AGMs in accordance with the Articles of Association.

EXECUTIVE DIRECTORS**Mr. Wu Kam Bun**

Mr. Wu, aged 57, is the chairman of the Board and an executive Director. Mr. Wu obtained a Higher Diploma in Production and Industrial Engineering from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1978, Diploma in Management Studies jointly awarded by Hong Kong Polytechnic and Hong Kong Management Association in August 1983 and a Master Degree of Business Administration from the University of Northern Iowa in May 2003, a Master degree of Advanced Business Practice from University of South Australia in August 2006 and has over 23 years of experience in toys and manufacturing industry. Mr. Wu also serves as the Executive Vice-President of The Toys Manufacturers' Association of Hong Kong Limited from 2004 to 2006, and had served as a director of Fourth Board of the Guangdong Chamber of Foreign Investors in 2003 and the vice president of the Fourth Supervisory Committee of Qing Yuan Overseas Friendship Association of Guangdong China in 2004.

As at the Latest Practicable Date, Mr. Wu is deemed to be interested in 181,604,000 Shares and 300,000 underlying Shares under the Share Option Scheme within the meaning of Part XV of the SFO.

On 17 February 2011, the Listing Committee of the Stock Exchange issued a public statement which involved criticism on Mr. Wu for his breach of the Director's Declaration and Undertaking given to the Stock Exchange in the form set out in Appendix 5 Form B to the Listing Rules.

Mr. Ho Wai Wah

Mr. Ho, aged 57, is an executive Director. He joined the Group in July 1998 and has extensive experience in toys and manufacturing. Mr. Ho graduated from the National Taiwan University with a Bachelor Degree of Science in Engineering in 1980. He is also a supervisor of The H.K. Enterprises Association of Dongguan Zhangmutou and member of Committee of Chinese People's Political Consultative Conference of Fongang County.

As at the Latest Practicable Date, Mr. Ho is deemed to be interested in 500,000 underlying Shares under the Share Option Scheme within the meaning of Part XV of the SFO.

On 17 February 2011, the Listing Committee of the Stock Exchange issued a public statement which involved criticism on Mr. Ho for his breach of the Director's Declaration and Undertaking given to the Stock Exchange in the form set out in Appendix 5 Form B to the Listing Rules.

Mr. Wong Wai Chuen

Mr. Wong, aged 44, is the qualified accountant of the Group and an executive Director. Mr. Wong has more than 13 years of experience in financial and accounting management and is a fellow member of Association of Chartered Certified Accountants in the United Kingdom and an associate of Hong Kong Institute of Certified Public Accountants. Mr. Wong obtained a Master Degree of Science in Information Systems in 1998 and a Master Degree of Science in Finance in 2002 from Hong Kong Polytechnic University and City University of Hong Kong respectively. Mr. Wong joined the Group in November 2002.

As at the Latest Practicable Date, Mr. Wong is deemed to be interested in 1,000,000 underlying Shares under the Share Option Scheme within the meaning of Part XV of the SFO.

On 17 February 2011, the Listing Committee of the Stock Exchange issued a public statement which involved criticism on Mr. Wong for his breach of the Director's Declaration and Undertaking given to the Stock Exchange in the form set out in Appendix 5 Form B to the Listing Rules.

Save as disclosed herein, as at the Latest Practicable Date, the Directors proposed to be re-elected in the AGMs:

- (a) did not hold any directorships in any other listed company in the last three years;
- (b) had not entered into any written service contract with the Company but will hold office until the next annual general meeting of the Company and are subject to retirement by rotation and re-election pursuant to the Articles of Association;
- (c) were not interested in and did not hold any short position in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (d) were not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and
- (e) had no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to their appointment as executive Directors.

The remuneration of the Directors proposed to be re-elected will be determined by the Board or the Provisional Liquidators with reference to the prevailing market conditions.

The logo for Smart Union, featuring the words "Smart Union" in a white, cursive font on a red rectangular background. Below the red background is a blue horizontal bar.

SMART UNION GROUP (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

合俊集團(控股)有限公司

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

NOTICE OF 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 annual general meeting (the “**2009 AGM**”) of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Monday, 31 October 2011, at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the 2009 AGM be resolved and treated as the annual general meeting of the Company for the year 2009, convened and held (out of time) in accordance with the Company’s articles of association (the “**Articles**”) and the convening and holding of the 2009 AGM (out of time) be and is hereby approved, ratified and confirmed.”
2. “**THAT** the re-election of Mr. Wu Kam Bun as a director of the Company (the “**Director**”) and the authorization of the board of directors of the Company (the “**Board**”) or the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) to fix the Director’s remuneration be and are hereby approved, ratified and confirmed.”
3. “**THAT** the audited consolidated financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2008, a copy of which has been published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) on 19 January 2010 and has been produced to the meeting and initialled by the chairman for the purpose of identification, be and are hereby adopted, ratified and confirmed.”
4. “**THAT** the appointment of PricewaterhouseCoopers as the auditor of the Company and the authorization of the Board or the Provisional Liquidators to fix their remuneration be and are hereby approved, ratified and confirmed.”

NOTICE OF THE 2009 AGM

For and on behalf of
Smart Union Group (Holdings) Limited
(Provisional Liquidators Appointed)
John Robert Lees
Mat Ng
Joint and Several Provisional Liquidators
acting as agents for and on behalf of the Company
without personal liability

Hong Kong, 27 September 2011

Notes:

1. Any member of the Company entitled to attend and vote at the 2009 AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the 2009 AGM and vote in its stead.
2. A form of proxy for use in connection with the 2009 AGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board or the Provisional Liquidators) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the 2009 AGM or any adjournment thereof.
3. In relation to resolution no. (2) above, Mr. Wu Kam Bun will retire from his office as executive Director by rotation at the 2009 AGM pursuant to Article 87 of the Articles and, being eligible, he will offer himself for re-election.

The logo for Smart Union, featuring the words "Smart Union" in a white, cursive font on a red rectangular background. Below the red background is a blue horizontal bar.

SMART UNION GROUP (HOLDINGS) LIMITED

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(已委任臨時清盤人)

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(Stock Code: 2700)

NOTICE OF 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 annual general meeting (the “**2010 AGM**”) of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Monday, 31 October 2011, at 10:30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the 2010 AGM be resolved and treated as the annual general meeting of the Company for the year 2010, convened and held (out of time) in accordance with the Company’s articles of association (the “**Articles**”) and the convening and holding of the 2010 AGM (out of time) be and is hereby approved, ratified and confirmed.”
2. “**THAT** the re-election of Mr. Ho Wai Wah as a director of the Company (the “**Director**”) and the authorization of the board of directors of the Company (the “**Board**”) or the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) to fix the Director’s remuneration be and are hereby approved, ratified and confirmed.”
3. “**THAT** the audited consolidated financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2009, a copy of which has been published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) on 29 April 2010 and has been produced to the meeting and initialled by the Chairman for the purpose of identification, be and are hereby adopted, ratified and confirmed.”
4. “**THAT** the appointment of PricewaterhouseCoopers as the auditor of the Company and the authorization of the Board or the Provisional Liquidators to fix their remuneration be and are hereby approved, ratified and confirmed.”

NOTICE OF THE 2010 AGM

For and on behalf of
Smart Union Group (Holdings) Limited
(Provisional Liquidators Appointed)
John Robert Lees
Mat Ng
Joint and Several Provisional Liquidators
acting as agents for and on behalf of the Company
without personal liability

Hong Kong, 27 September 2011

Notes:

1. Any member of the Company entitled to attend and vote at the 2010 AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the 2010 AGM and vote in its stead.
2. A form of proxy for use in connection with the 2010 AGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board or the Provisional Liquidators) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the 2010 AGM or any adjournment thereof.
3. In relation to resolution no. (2) above, Mr. Ho Wai Wah will retire from his office as executive Director by rotation at the 2010 AGM pursuant to Article 87 of the Articles and, being eligible, he will offer himself for re-election.

The logo for Smart Union, featuring the words "Smart Union" in a white, cursive font on a red rectangular background. Below the red background is a blue horizontal bar.

SMART UNION GROUP (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

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(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (the “**2011 AGM**”) of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Monday, 31 October 2011, at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the re-election of Mr. Wong Wai Chuen as a director of the Company (the “**Director**”) and the authorization of the board of directors of the Company (the “**Board**”) or the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) to fix the Director’s remuneration be and are hereby approved, ratified and confirmed.”
2. “**THAT** the audited consolidated financial statements and the reports of the Directors, the Provisional Liquidators, and the auditor of the Company for the year ended 31 December 2010, a copy of which has been published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) on 28 April 2011 and has been produced to the meeting and initialled by the chairman for the purpose of identification, be and are hereby adopted, ratified and confirmed.”
3. “**THAT** the appointment of PricewaterhouseCoopers as the auditor of the Company and the authorization of the Board or the Provisional Liquidators to fix their remuneration be and are hereby approved, ratified and confirmed.”

NOTICE OF THE 2011 AGM

For and on behalf of
Smart Union Group (Holdings) Limited
(Provisional Liquidators Appointed)
John Robert Lees
Mat Ng
Joint and Several Provisional Liquidators
acting as agents for and on behalf of the Company
without personal liability

Hong Kong, 27 September 2011

Notes:

1. Any member of the Company entitled to attend and vote at the 2011 AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the 2011 AGM and vote in its stead.
2. A form of proxy for use in connection with the 2011 AGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board or the Provisional Liquidators) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the 2011 AGM or any adjournment thereof.
3. In relation to resolution no. (1) above, Mr. Wong Wai Chuen will retire from his office as executive Director by rotation at the 2011 AGM pursuant to Article 87 of the Articles of Association and, being eligible, he will offer himself for re-election.