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Mitsumaru East Kit (Holdings) Limited
三丸東傑(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2358)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of Mitsumaru East Kit (Holdings) Limited (the “**Company**”) will be held at Suite 5005-5006, 50/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 28 November 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 20 August 2013 (as amended by a supplemental agreement dated 20 August 2013) and entered into between Ace Earn Limited, a wholly-owned subsidiary of the Company as purchaser and 數源科技股份有限公司 (SOYEA Technology Co., Ltd) as vendor in relation to the sale and purchase of the entire registered and paid-up share capital of 數源久融技術有限公司 (Soyea Jiu Rong Technology Co., Ltd*) (a copy of which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and any and all other acts taken by the directors (the “**Directors**”) of the Company in connection with the Sale and Purchase Agreement, including but not limited to the payment of deposit pursuant to the terms thereto be and are hereby ratified, confirmed and approved; and

- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions ancillary thereto and of administrative nature which he/she/they consider necessary, desirable or expedient.”
2. “**THAT** the authorised share capital of the Company of HK\$100,000,000 comprising of 1,000,000,000 shares of HK\$0.10 each (the “**Shares**”) be and is hereby increased to HK\$500,000,000 comprising of 5,000,000,000 Shares, by the creation of an additional 4,000,000,000 Shares.”
3. “**THAT** subject to the fulfillment of the conditions of the Underwriting Agreement (as defined below),
- (a) the Open Offer (as defined below) and the transactions contemplated thereunder be and are hereby approved, and

For the purpose of this resolution, “**Open Offer**” means the proposed issue by way of open offer of 2,400,000,000 Shares at the subscription price of HK\$0.10 per Share (the “**Offer Shares**”) to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the date by reference to which entitlement under the Open Offer will be determined (other than those shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of six (6) Offer Shares for every one (1) existing issued Share subject to the fulfillment or waiver of the conditions and terms set out in the underwriting agreement dated 21 August 2013 (the “**Underwriting Agreement**”, including, if any, all supplemental agreements or deeds relating thereto) entered into among, the Company and Yue Xiu Securities Company Limited (the “**Underwriter**”), (a copy of which is marked “**B**” and produced to the EGM and signed by the chairman of the EGM for identification purpose);

- (b) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to the Open Offer notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the

Excluded Shareholders as they may deem necessary, desirable or expedient to having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;

- (c) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Offer Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified; and
- (d) any Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders."

4. **“THAT** subject to the fulfillment of the terms and conditions set out in the subscription agreement dated 1 December 2010 (the **“Subscription Agreement”**) entered into between the Company and New Prime Holdings Limited (the **“Subscriber”**) (a copy of which is marked “C” and produced to the EGM and signed by the chairman of the EGM for identification purpose) in respect of the subscription for an aggregate of 1,000,000,000 Shares (the **“Subscription Shares”**) at a subscription price of HK\$0.10 each (the **“Subscription”**):

- (a) the Subscription Agreement in relation to the Subscription and the matters contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the terms and conditions of the Subscription be and are hereby approved and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares to the Subscriber pursuant to the Subscription Agreement (the **“Specific Mandate”**) be and is hereby approved and the Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 21 June 2013 or such other general or specific mandate(s) that may have been granted to the Directors prior to the passing of this resolution; and

- (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient in connection with and to give effect to the Subscription.”

For and on behalf of
MITSUMARU EAST KIT (HOLDINGS) LIMITED
Siu Chi Ming
Executive Director

Hong Kong, 12 November 2013

Head office and principal place of business in Hong Kong:
Suite 5005-5006, 50th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this announcement, the executive Directors are Mr. Siu Chi Ming and Mr. Tang Chin Wan, the independent non-executive Directors are Ms. Au Shui Ming and Mr. Martin He.