
IMPORTANT

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

If you have sold or transferred all your shares in Mitsumaru East Kit (Holdings) Limited (the “Company”) you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED RE-ELECTION OF DIRECTOR PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at Suite 5005–5006, 50th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 1 June 2012 at 10:00 a.m. to approve the matters referred to in this circular is set out on pages 11 to 15 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the office of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 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 or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

27 April 2012

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suite 5005–5006, 50th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 1 June 2012 at 10:00 a.m., and any adjournment thereof, a notice of which is set out on pages 11 to 15 of this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Mitsumaru East Kit (Holdings) Limited (三丸東傑 (控股) 有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 30 January 2004, the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate
“Latest Practicable Date”	24 April 2012, being the latest practicable date prior to the issue of this circular for 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

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate
“SFO”	the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers



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)

Executive Directors:

Mr. Leung Koon Sing
Mr. Tang Chin Wan
Mr. Siu Chi Ming

Independent Non-executive Directors:

Mr. Kwong Ping Man
Mr. Martin He
Mr. Mu Xiangming

Registered office:

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

Principal Place of

Business in Hong Kong:

Suite 5005–5006
50th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

27 April 2012

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTOR
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the resolutions to be proposed at the AGM relating to (i) the re-election of Mr. Siu Chi Ming, Mr. Martin He and Mr. Mu Xiangming as Directors who are due to retire at the AGM and who will offer themselves for re-election at the AGM; and (ii)

LETTER FROM THE BOARD

the grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate nominal amount of issued Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTOR

Pursuant to Article 86(3) of the Articles of Association, Mr. Siu Chi Ming being an Executive Director appointed by the Board on 9 February 2012 as an addition to the Board, will hold office only until the conclusion of the Annual General Meeting.

According to Article 87(1) of the Articles of Association, one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) are subject to retirement from office by rotation at every annual general meeting. The Directors so to retire shall be those who have been longest in office since their last re-election or appointment. The retiring Director shall be eligible for re-election. Accordingly, Mr. Martin He and Mr. Mu Xiangming are due to retire by rotation at the forthcoming AGM.

All of the above retiring Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

Brief biography of Mr. Siu Chi Ming, Mr. Martin He and Mr. Mu Xiangming are set out in Appendix I to this circular.

THE ISSUE MANDATE AND THE REPURCHASE MANDATE

The Board proposes to seek the approval of the Shareholders at the AGM for the grants of:

- (a) the Issue Mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving the Issue Mandate, details of which are set out in Ordinary Resolution No. 4(A) of the notice of the AGM;
- (b) the Repurchase Mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 4(B) of the notice of the AGM; and
- (c) the authority to the Directors to extend the maximum number of new Shares which may be issued under the Issue Mandate by adding to it the aggregate nominal amount of Shares which may be purchased or repurchased pursuant to the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 4(C) of the notice of the AGM.

An explanatory statement containing all information required pursuant to Rule 10.06(1)(b) of the Listing Rules is set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 11 to 15 of this circular. At the AGM, ordinary resolutions will be proposed to approve a number of matters, including, inter alia, (i) the re-election of Mr. Siu Chi Ming, Mr. Martin He and Mr. Mu Xiangming as Directors who are due to retire at the AGM and who will offer themselves for re-election at the AGM; and (ii) the grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate nominal amount of issued Shares repurchased under the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed. Whether or not you are attending the meeting, you are requested to complete and return it to the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 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 AGM. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. In such event, the form of proxy will be deemed to have been revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 66 of the Articles of Association.

RECOMMENDATION

The Board considers that the proposed re-election of the retiring Directors and the proposed grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate nominal amount of issued Shares repurchased under the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

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

Yours faithfully
For and on behalf of the Board
Siu Chi Ming
Executive Director

The biography of the retiring Directors proposed for re-election are set out below.

- (1) **Mr. Siu Chi Ming (“Mr. Siu”)**, aged 31, was appointed as an executive Director on 9 February 2012. Mr. Siu holds a Bachelor of Business Administration (Accounting) from Hong Kong Baptist University. He is a member of the Association of Chartered Certified Accountants and an associate of Hong Kong Institute of Chartered Secretaries as well as the Institute of Chartered Secretaries and Administrators. Prior to joining the Group, Mr. Siu was a senior manager of a corporate finance division of a licensed corporation registered under Securities and Futures Ordinance (the “SFO”) and a licensed person registered under the SFO to carry on type 6 (advising on corporate finance) regulated activities, he has been involved in several corporate finance transactions including mergers and acquisitions, corporate reorganization and a variety of fund raising exercises. Save as disclosed herein, Mr. Siu does not at present, and in the past three years did not, hold any directorship in any listed public company.

The Company has entered into a service agreement with Mr. Siu, which shall continue to be effective unless terminated by three months’ notice in writing served by either party on the other or payment in lieu. Mr. Siu is entitled to receive a director’s fee HK\$10,000 per month which was determined with reference to market terms, qualifications and work experience of Mr. Siu, plus a discretionary year-end bonus to be determined by the Board from time to time.

Save as being the Executive Director of the Company, Mr. Siu did not hold any directorship or other major appointments in any other listed public companies in the last three years immediately prior to the date of appointment as an executive director of the Company. Mr. Siu does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. Siu does not have any interest in Shares or underlying Shares which is within the meaning of Part XV of the SFO.

Save as disclosed above, there are no others matters in relation to the re-election of Mr. Siu that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

- (2) **Mr. Martin He (“Mr. He”)**, aged 48, was appointed as an Independent Non-executive Director on 27 August 2008. Mr. He has obtained a Master of Finance degree at the University of Toronto as well as Master of Management and Bachelor of International Economics degrees from the Peking University. Mr. He has extensive experience in private equity, investment banking, corporate finance, management of listed company, as well as experience in the media industry. Mr. He is one of the founders and Managing Director of Zensation Capital Limited, a Hong Kong based business and financial consulting company which is not a listed public company.

The Company has entered into a service agreement with Mr. He, Mr. He is entitled to receive a director's fee HK\$10,000 per month which was determined with reference to market terms, qualifications and work experience of Mr. He.

Save as being the Independent Non-executive Director of the Company, Mr. He did not hold any directorship or other major appointments in any other listed public companies in the last three years immediately prior to the date of appointment as an executive director of the Company. Mr. He does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. He does not have any interest in Shares or underlying Shares which is within the meaning of Part XV of the SFO.

Save as disclosed above, there are no others matters in relation to the re-election of Mr. He that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

- (3) **Mr. Mu Xiangming ("Mr. Mu")**, aged 57, was appointed as an Independent Non-executive Director on 15 June 2007. Mr. Mu graduated from Fudan University with a Bachelor's degree in Laws, and further with a Master degree in Laws from University of Oregon Law School. Mr. Mu was a member of Shanghai Municipal Government Foreign Economic Trade Committee from 1983 to 1986 and a practising lawyer in a US law firm for nearly four years. He has been a Partner and Director of Shanghai Ming and Yuan Law Firm since 1997, with experience in commercial and criminal matters.

The Company has entered into a service agreement with Mr. Mu, Mr. Mu is entitled to receive a director's fee HK\$10,000 per month which was determined with reference to market terms, qualifications and work experience of Mr. Mu.

Save as being the Independent Non-executive Director of the Company, Mr. Mu did not hold any directorship or other major appointments in any other listed public companies in the last three years immediately prior to the date of appointment as an executive director of the Company. Mr. Mu does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules). As at the Latest Practicable Date, Mr. Mu does not have any interest in Shares or underlying Shares which is within the meaning of Part XV of the SFO.

Save as disclosed above, there are no others matters in relation to the re-election of Mr. Mu that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix II serves as an explanatory statement required to be given to the Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules in connection with the Repurchase Mandate. The purpose of this explanatory statement is to provide the Shareholders with all the information reasonably necessary for making an informed decision as to whether to pass the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Exercise in full of the Repurchase Mandate (10% of the issued share capital of the Company), on the basis that no further Shares are issued prior to the date of the AGM, could accordingly result in up to 40,000,000 Shares being repurchased by the Company during the course of the period ending on the earlier to occur of the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association, 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 believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the laws of the Cayman Islands, any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purposes of the repurchase or, under certain circumstances, out of capital. Any premium payable on a repurchase must be made out of the profits of the Company or out of the Company's share premium account before or at the time the shares are purchased or, under certain circumstances, out of capital. If payment is made out of capital, the Company must be able to pay its debts as they fall due in the ordinary course of business.

There might be an adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in its latest published audited accounts for the year ended 31 December 2011 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate (if approved by the Shareholders) 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.

4. EFFECT OF THE TAKEOVERS CODE

If as a result of the repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, 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.

As at the Latest Practicable Date, Z-Idea Company Limited held 249,000,000 Shares, representing approximately 62.25% of the total issued share capital of the Company as at such date. On such basis, if the Repurchase Mandate is fully exercised by the Company, there will be an effect of increasing the percentage holdings of Z-Idea Company Limited to approximately 69.17%, but such increase will not give rise to any obligation under Rule 26 of the Takeovers Code to make a general offer.

The Directors are not aware of any Shareholder or a group of Shareholders acting in concert who will become obliged to make a mandatory offer under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

5. DIRECTORS AND THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge after having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, if the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the 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 and the applicable laws and regulations of the Cayman Islands.

7. SHARE PRICES

The highest and lowest trading prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Share Price per share	
	Highest (HK\$)	Lowest (HK\$)
2010		
March	0.94	0.94
April	0.94	0.94
May	0.94	0.94
June	0.94	0.94
July	0.94	0.94
August	0.94	0.94
September	0.94	0.94
October	0.94	0.94
November	0.94	0.94
December	0.94	0.94
2011		
January	0.94	0.94
February	0.94	0.94
March	0.94	0.94
April (up to the Latest Practicable Date)	0.94	0.94

Note: At the direction of the Stock Exchange, trading in Shares was suspended from 9:30 a.m. on 14 February 2008 and will remain suspended until further notice.

8. REPURCHASES MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Mitsumaru East Kit (Holdings) Limited (the “Company”) will be held at Suite 5005–5006, 50th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 1 June 2012 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditor for the year ended 31 December 2011.
2. To re-elect Mr. Siu Chi Ming, Mr. Martin He and Mr. Mu Xiangming as Directors of the Company and to authorise the board of Directors to fix his remuneration.
3. To re-appoint BDO Limited (Hong Kong Certified Public Accountants) as the auditor of the Company and to authorise the Board to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(A) “THAT:

- (1) there be and is hereby granted to the directors of the Company (“Directors”) an unconditional general mandate to exercise during the Relevant Period (as defined in paragraph (2) of this Resolution) all the powers of the Company to allot, issue and deal with additional shares (“Shares”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, warrants, options which would or might require the exercise of such power, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Directors may during the Relevant Period make or grant offers, agreements, warrants or options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to such mandate, otherwise than pursuant to, or in consequence of:
 - (i) a rights issue, being the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations of the Cayman Islands);
 - (ii) an issue of shares pursuant to the exercise of any subscription or conversion rights attaching to any warrants or any securities convertible into shares or the exercise of any rights under any option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to eligible persons of Shares or right to acquire Shares;
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or
 - (iv) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said mandate shall be limited accordingly; and

- (2) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; or
 - (c) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held.”

NOTICE OF ANNUAL GENERAL MEETING

(B) “THAT:

- (1) there be and is hereby granted to the directors of the Company (“Directors”) an unconditional general mandate, subject to paragraph (2) below, to exercise during the Relevant Period (as defined in paragraph (4) of this Resolution) all the powers of the Company to repurchase or otherwise acquire shares (“Shares”) of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any such other stock exchange as amended from time to time (the “Repurchase Mandate”);
- (2) the aggregate nominal amount of the Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (1) above, shall not exceed 10% of the aggregate amount of the issued share capital of the Company as at the date of passing this Resolution and the Repurchase Mandate shall be limited accordingly;
- (3) subject to the passing of each of the paragraphs (1) and (2) above, any prior approvals of the kind referred to in paragraphs (1) and (2) above which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (4) for the purposes 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 passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or any applicable law of the Cayman Islands to be held.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** subject to the passing of the Ordinary Resolutions No. 4(A) and 4(B) set out in the notice convening this meeting, the aggregate nominal amount of shares in the capital of the Company which may be purchased or repurchased by the Company pursuant to Ordinary Resolution No. 4(B) set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to Ordinary Resolution No. 4(A) set in the notice convening this meeting, provided that the shares so added shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution.”

By order of the Board of Directors
Siu Chi Ming
Executive Director

27 April 2012, Hong Kong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Suite 5005–5006
50th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

As at the date of this notice of annual general meeting, the Executive Directors are Mr. Leung Koon Sing, Mr. Tang Chin Wan and Mr. Siu Chi Ming and the Independent Non-executive Directors are Mr. Kwong Ping Man, Mr. Martin He and Mr. Mu Xiangming.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (A) Any holder of the Company's shares entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (B) Where a shareholder of the Company appoints more than one proxy, his proxies may only vote in a poll.
- (C) To be valid, the forms of proxy for the use of shareholders of the Company and, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a certified copy of that power of attorney or other authority, must be delivered to the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the AGM.
- (D) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM, if he so wishes. If such shareholder attends the AGM, his form of proxy will be deemed to have been revoked.
- (E) A circular containing the information regarding the Directors proposed to be re-elected and the general mandates to issue and repurchase shares of the Company are being sent to the shareholders of the Company together with the Company's 2011 Annual Report.
- (F) In respect of Ordinary Resolution No. 4(A), the Directors wish to state that they have no immediate plans to issue any new shares in the capital of the Company.
- (G) In respect of Ordinary Resolution No. 4(B), the Directors wish to state that they will exercise powers conferred thereby to repurchase shares of the Company in circumstances in which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares (as required by the Rules Governing the Listing of Securities on the Stock Exchange) is set out in Appendix II to the circular of the Company dated 27 April 2012.