

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

If you have sold all your shares in Li Ning Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Li Ning Company Limited

(李 寧 有 限 公 司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2331)

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

A notice convening the annual general meeting of Li Ning Company Limited to be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 9 May 2008 at 11:00 a.m. is set out in Appendix III to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Chairman	2
Appendix I — Explanatory Statement	6
Appendix II — Details of Directors Proposed for Re-election	9
Appendix III — Notice of Annual General Meeting	11

DEFINITIONS

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

“Annual Report 2007”	the annual report of the Company for the financial year ended 31 December 2007 dispatched to the Shareholders together with this circular
“AGM”	the annual general meeting of the Company to be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 9 May 2008 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Li Ning Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	31 March 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notice of AGM”	the notice dated 10 April 2008 convening the AGM as set out in Appendix III to this circular
“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 share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) in issue
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong



Li Ning Company Limited

(李 寧 有 限 公 司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2331)

Executive Directors

Mr. LI Ning (李寧) (*Chairman*)
Mr. ZHANG Zhi Yong (張志勇) (*Chief Executive Officer*)
Mr. TAN Wee Seng (陳偉成) (*Chief Financial Officer*)

Non-executive Directors

Mr. LIM Meng Ann (林明安)
Mr. Stuart SCHONBERGER
Mr. CHU Wah Hui (朱華熙)
Mr. James Chun-Hsien WEI (韋俊賢)

Independent non-executive Directors

Mr. KOO Fook Sun, Louis (顧福身)
Ms. WANG Ya Fei, Jane (王亞非)
Mr. CHAN Chung Bun, Bunny (陳振彬)

Registered office

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

Principal place of business

Suites 2804-5
Shell Tower, Times Square
Causeway Bay
Hong Kong

10 April 2008

To Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give Shareholders information on matters to be dealt with at the AGM, which include (i) re-election of Directors; and (ii) grant of general mandates to issue and repurchase Shares.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles of Association, Mr. Chu Wah Hui and Mr. James Chun-Hsien Wei who were appointed by the Board as non-executive Directors on 1 June 2007 and 1 September 2007, respectively, shall hold office until the AGM and shall then be eligible for re-election.

In accordance with Article 87 of the Articles of Association and the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules, Mr. Stuart Schonberger (a non-executive Director) and Mr. Chan Chung Bun, Bunny (an independent non-executive Director) shall retire from the office and, being eligible, offer themselves for re-election as Directors at the AGM.

The biographical details and interests in the Shares of all Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Mr. Chu Wah Hui and Mr. James Chun-Hsien Wei have each entered into a service contract with the Company for a term of three years commencing from 1 June 2007 and 1 September 2007, respectively. The annual fee payable by the Company to each of them under such service contracts is HK\$200,000.

Mr. Stuart Schonberger and Mr. Chan Chung Bun, Bunny have each renewed their service contract with the Company for a term of three years commencing from 28 June 2007. The annual fee payable by the Company to each of them under such service contracts is HK\$200,000.

The remuneration policy for the Directors is set out in the Corporate Governance Report contained in the Annual Report 2007. Reference has been made by the Company to the duties and responsibilities, individual performance and the comparative market conditions in deciding the relevant amount of remuneration of the relevant Director.

None of the above Directors has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed in this circular, there are no other matters in relation to the above Directors that need to be brought to the attention of the Shareholders. Save as disclosed in this circular, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Under resolution No. 3(a), the re-election of Directors will be voted by the Shareholders individually.

LETTER FROM THE CHAIRMAN

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

By an ordinary resolution passed by the Shareholders on 11 May 2007, general and unconditional mandates were granted to the Directors to issue and repurchase Shares. Up to the Latest Practicable Date, the Directors have not exercised such mandates to issue and repurchase Shares and such mandates will expire at the closing of the AGM. The Directors believe that renewal of such general mandates is in the interest of the Company and the Shareholders. Accordingly, the following ordinary resolutions will be proposed at the AGM in order to grant to the Directors the new general and unconditional mandates to exercise the powers of the Company to issue and repurchase Shares:

- (i) an ordinary resolution (resolution No. 5) to grant to the Directors a general and unconditional mandate to authorise them to allot, issue and deal with the additional Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM (the “**Issue Mandate**”). The Issue Mandate will end on (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 Articles of Association or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest;
- (ii) an ordinary resolution (resolution No. 6) to grant to the Directors a general and unconditional mandate to authorise them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM (the “**Repurchase Mandate**”). The Repurchase Mandate will end on (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 Articles of Association or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest; and
- (iii) conditional upon the passing of the resolutions No. 5 and No. 6 as stated above, an ordinary resolution (resolution No. 7) to extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company under the Repurchase Mandate provided that such aggregated amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM.

On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the AGM, the Company would be allowed to issue a maximum of 207,766,559 Shares under the Issue Mandate and to repurchase a maximum of 103,883,279 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the Notice of AGM for details of the abovementioned ordinary resolutions. An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is also set out in Appendix I to this circular. Appendix I contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate at the AGM.

LETTER FROM THE CHAIRMAN

RIGHT TO DEMAND A POLL

In accordance with Article 66 of the Articles of Association, resolutions put to the vote at the AGM shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of the AGM; or
- (ii) at least three Shareholders present in person or, in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy for the time being entitled to vote at the AGM; or
- (iii) a Shareholder or Shareholders present in person or, in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the AGM; or
- (iv) a Shareholder or Shareholders present in person or, in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the AGM 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.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation, by its duly authorised representative, shall be deemed to be the same as a demand by a Shareholder.

As a matter of good corporate governance practice, the Chairman intends to demand poll voting for all the resolutions set out in the Notice of AGM.

In accordance with the requirements of the Listing Rules, the results of the poll will be published by way of an announcement on the Company's website and the website of the Hong Kong Stock Exchange on the business day following the date of the AGM.

RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for the re-election of the Directors, the grant of the general mandates to issue, allot and repurchase Shares and the extension of the Issue Mandate are in the interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,
LI Ning
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to Shareholders for their consideration of the proposed resolutions in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,038,832,799 Shares. Subject to the passing of resolution No. 6 approving the Repurchase Mandate as set out in the Notice of AGM and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 103,883,279 Shares until (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 Articles of Association or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to purchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an increase of the net asset value of the Company and its assets and/or its earnings per Share and will only be made as and when the Directors believe such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with its financial position as disclosed in the Annual Report 2007) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, 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 may from time to time be appropriate for the Company.

TAKEOVERS CODE

If as a result of a repurchase of 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 purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code and the provision may apply as a result of any such increase.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO, Mr. Li Ning, Chairman of the Company, and his brother Mr. Li Chun were deemed to be interested in 334,174,250 Shares and 323,374,000 Shares, representing approximately 32.17% and 31.13% of the issued shares of the Company, respectively. Mr. Li Ning's deemed interest in Shares includes the interest held by Mr. Li Chun through controlled corporations and trust. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (if the present shareholding otherwise remains the same) the interest held by Mr. Li Ning and Mr. Li Chun would be increased to approximately 35.74% and 34.59% of the issued share capital of the Company, respectively. The Directors are of the view that such increase may give rise to an obligation to make a mandatory offer pursuant to Rule 26 and Rule 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate in such a way and to such extent that would give rise to an obligation on the part of Mr. Li Ning or Mr. Li Chun to make a mandatory general offer under Rule 26 and Rule 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence of repurchases which would arise under the Takeovers Code or would result in the amount of Shares held by public being reduced to less than 25%.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company or its subsidiaries if the resolution in relation to the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Share to the Company, or that he/she/it has undertaken not to do so in the event that the resolution in relation to the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any Share (whether on the Hong Kong Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange during each of the 12 months prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
April	18.12	15.06
May	17.30	15.10
June	20.85	17.00
July	21.00	17.56
August	22.80	15.00
September	28.50	21.85
October	32.00	23.05
November	31.15	22.25
December	29.10	25.65
2008		
January	30.60	20.40
February	26.00	21.40
March	25.75	15.80

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be elected at the AGM.

1. **Mr. Stuart SCHONBERGER**, aged 49, is a non-executive Director and a member of the Audit Committee. Mr. Schonberger joined the Group in January 2003. Mr. Schonberger is a managing director of CDH Investments Management (Hong Kong) Limited, the management company for CDH China Fund, L.P., which is a private equity fund focused on investments in the PRC. Prior to joining CDH Investments Management (Hong Kong) Limited, Mr. Schonberger worked in the private equity group of China International Capital Corporation from 1998 to 2002. Prior to that, Mr. Schonberger worked for the First National Bank of Chicago in New York City. Mr. Schonberger received his M.B.A. degree from New York University's Graduate School of Business and B.A. degree from Wesleyan University. He is currently a director of GEM Services Inc. and eBIS Company Limited.

As at the Latest Practicable Date, Mr. Schonberger has interests, within the meaning of Part XV of the SFO, in options to subscribe for 336,000 Shares granted under the Company's share option scheme and 18,000 restricted shares granted under the Company's restricted share award scheme, representing 0.034% of the issued shares of the Company.

Save as disclosed, Mr. Schonberger does not hold directorships in any other listed companies in the last three years nor does he hold any other major appointments.

2. **Mr. CHU Wah Hui (朱華煦)**, aged 56, is a non-executive Director and a member of the Nomination Committee. Mr. Chu joined the Group in June 2007. Mr. Chu is currently a director and an audit committee member of the board of Mettler-Toledo International Inc., a U.S. corporation listed on the New York Stock Exchange. Mr. Chu has been, since April 2007, the non-executive chairman of PepsiCo International's Asia Region. He was the president of PepsiCo International — China Beverages Business Unit from March 1998 to March 2007 and concurrently the chairman of PepsiCo (China) Investment Company Limited for the period from November 1999 to March 2007. Prior to joining PepsiCo International in 1998, he held various management positions in several U.S. multinational companies, namely, Quaker Oats, HJ Heinz, Whirlpool and Monsanto. Mr. Chu is a Senior Advisor of Arthur D. Little China, a global management consultant firm. He obtained his Bachelor of Science degree from the University of Minnesota in the United States.

As at the Latest Practicable Date, Mr. Chu has interests, within the meaning of Part XV of the SFO, in 30,000 Shares held by his family member, representing 0.003% of the issued shares of the Company.

Save as disclosed, Mr. Chu does not hold directorships in any other listed companies in the last three years nor does he hold any other major appointments.

3. **Mr. James Chun-Hsien WEI (韋俊賢)**, aged 50, is a non-executive Director. Mr. Wei joined the Group in September 2007. Mr. Wei is currently the Senior Vice President of Avon Products, Inc., Asia Pacific ("Avon") and is responsible for Avon's operations in 10 markets, including Japan, Taiwan, Australia, Philippines and India. Before joining Avon in 2003, Mr. Wei spent 19 years at Procter & Gamble where he rose to become the Vice President and General Manager of Procter & Gamble Greater China, overseeing the company's health and

beauty care business in that region. Mr. Wei also serves as an independent non-executive director of Tsann Kuen (China) Enterprise Co., Ltd. (廈門燦坤實業股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange. Mr. Wei holds a B.S.E.E degree from National Taiwan University and an M.B.A degree from the University of Chicago in the United States.

As at the Latest Practicable Date, Mr. Wei does not have any interests in Shares, within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Wei does not hold directorships in any other listed companies in the last three years nor does he hold any other major appointments.

4. **Mr. CHAN Chung Bun, Bunny** (陳振彬), aged 50, is an independent non-executive Director. Mr. Chan joined the Group in June 2004. Mr. Chan has more than 26 years of experience in the garment industry and is currently the chairman of Prospectful Holdings Ltd. Mr. Chan is active in community affairs in Hong Kong. He is currently the chairman of Kwun Tong District Council in Hong Kong. Mr. Chan was appointed as a Justice of Peace in 2002. In 2004, Mr. Chan was awarded the Bronze Bauhinia Star medal by the Hong Kong Government.

As at the Latest Practicable Date, Mr. Chan has interests, within the meaning of Part XV of the SFO, in options to subscribe for 90,000 Shares granted under the Company's share option scheme and 18,000 restricted shares granted under the Company's restricted share award scheme, representing 0.010% of the issued shares of the Company.

Save as disclosed, Mr. Chan does not hold directorships in any other listed companies in the last three years nor does he hold any other major appointments.



Li Ning Company Limited

(李 寧 有 限 公 司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2331)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Li Ning Company Limited (the “**Company**”) will be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 9 May 2008 at 11:00 a.m. for the following purposes:

As ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2007.
2. To declare a final dividend and a special dividend for the year ended 31 December 2007 to the shareholders of the Company.
3. (a) To re-elect the following directors of the Company:
 - (i) Mr. Stuart Schonberger as a non-executive director;
 - (ii) Mr. Chu Wah Hui as a non-executive director;
 - (iii) Mr. James Chun-Hsien Wei as a non-executive director; and
 - (iv) Mr. Chan Chung Bun, Bunny as an independent non-executive director.
- (b) To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint Messrs. PricewaterhouseCoopers, Certified Public Accountants, as the auditor of the Company and authorise the board of the directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions of the Company:

5. “**THAT:**
 - (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the directors of the Company (“**Directors**”) to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue

and deal with additional shares in the Company and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;

- (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nominal value of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing shares or rights to acquires shares of the Company to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said mandate shall be limited accordingly;
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 Company’s articles of association or any applicable law to be held; and
- (iii) the date on which authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company 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 under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to repurchase or otherwise acquire shares of HK\$0.10 each

in the capital of the Company in accordance with all applicable laws and the requirements of the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of shares so repurchased or otherwise acquired shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution;

(b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 Company’s articles of association or any applicable law 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.”

7. “**THAT**, conditional upon the passing of resolutions No. 5 and No. 6 set out in the notice convening this meeting, the aggregate nominal amount of the shares which are repurchased or otherwise acquired by the Company pursuant to resolution No. 6 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution No. 5.”

By order of the Board

TAN Wee Seng

Executive Director & Company Secretary

Hong Kong, 10 April 2008

Notes:

- (1) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for use at the above meeting (or at any adjournment thereof) is enclosed in the Company’s annual report 2007. 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 shall be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (3) The register of members of the Company will be closed from Tuesday, 6 May 2008 to Friday, 9 May 2008 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final and special dividends and to attend the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 5 May 2008.
- (4) A circular providing information in relation to resolution No. 3(a) and resolutions No. 5 to No. 7 is enclosed in the Company’s annual report 2007.