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**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Texwinca Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**TEXWINCA HOLDINGS LIMITED**

**德永佳集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 321)**

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

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A notice convening an annual general meeting of Texwinca Holdings Limited to be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 20 August 2009 at 10:30 a.m. is set out on pages 18 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.texwinca.com](http://www.texwinca.com)).

If you are not able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for 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 in person at the meeting if you so wish.

\* *For identification purpose only*

17 July 2009

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## DEFINITIONS

*In this circular, unless the context indicates otherwise, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 20 August 2009 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 18 to 20 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Bye-laws”	the bye-laws of the Company;
“Company”	Texwinca Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	13 July 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Member(s)”	duly registered holder(s) from time to time of the shares in the capital of the Company;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

## DEFINITIONS

“Share(s)”	share(s) of HK\$0.05 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) of such other nominal amount forming part of 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 Codes on Takeovers and Mergers and Share Repurchases.

LETTER FROM THE BOARD



**TEXWINCA HOLDINGS LIMITED**

**德永佳集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 321)**

*Executive Directors:*

Poon Bun Chak (*Chairman  
and Chief Executive Officer*)

Poon Kai Chak

Poon Kei Chak

Poon Kwan Chak

Ting Kit Chung

*Independent Non-executive Directors:*

Au Son Yiu

Cheng Shu Wing

Wong Tze Kin, David

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business:*

16th Floor, Metroplaza, Tower II

223 Hing Fong Road

Kwai Chung

New Territories

Hong Kong

17 July 2009

*To the shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) granting of the Buyback Mandate to the Directors; (ii) granting of the Issuance Mandate to the Directors; (iii) extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate; and (iv) re-election of Directors.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 28 August 2008, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution (the "Buyback Mandate"). As at the Latest Practicable Date, the issued share capital of the Company comprised of 1,327,211,104 Shares. Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 132,721,110 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during which period in which the Buyback Mandate remains in force.
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution (the "Issuance Mandate"). As at the Latest Practicable Date, the issued share capital of the Company comprised of 1,327,211,104 Shares. Subject to the passing of the ordinary resolution no. 6 set out in the notice of the Annual General Meeting in respect of the granting of the Issuance Mandate and on the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting, the Directors would be authorised under the Issuance Mandate to allot, issue and deal with additional Shares of the Company not exceeding a maximum of 265,442,220 Shares (representing 20% of the Shares in issue as at the Latest Practicable Date) during the period in which the Issuance Mandate remains in force.
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **3. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Clause 87 of the Bye-laws, all Directors shall retire at each annual general meeting and the retiring Directors shall be eligible for re-election.

At the Annual General Meeting, Messrs. Poon Bun Chak, Poon Kai Chak, Poon Kei Chak, Poon Kwan Chak and Ting Kit Chung will retire as executive directors and Messrs. Au Son Yiu, Cheng Shu Wing and Wong Tze Kin, David will retire as independent non-executive directors. All of them have offered themselves for re-election at the Annual General Meeting.

To comply with the requirements of the Listing Rules, details of the aforesaid retiring Directors who have proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 18 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate and the re-election of Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.texwinca.com](http://www.texwinca.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with 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 at the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

### **5. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### **6. RECOMMENDATION**

The Directors consider that the proposed granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and re-election of Directors are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### 7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of 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 clause 66(a) of the Bye-laws.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate) and Appendix II (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
On behalf of the Board  
**Poon Bun Chak**  
*Chairman*



## **APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

This Appendix serves as an explanatory statement, as required by the Listing Rules, containing requisite information to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

### **1. REASONS FOR REPURCHASES**

Though the Directors have no present intention to repurchase Shares of the Company, they believe that the flexibility afforded by the Buyback Mandate would be beneficial to the Company and its Shareholders. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interests in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 1,327,211,104 Shares. Subject to the passing of the ordinary resolution no. 5 set out in the notice of Annual General Meeting and on the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 132,721,110 Shares, representing 10% of the issued share capital of the Company.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and all applicable laws, including the laws of Bermuda.

Bermuda law provides that the purchase of shares may only be effected out of the capital paid up on the shares to be repurchased, out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares of the Company made for the purpose of repurchase. Any amount of premium payable on the repurchase over the par value of the shares of the Company to be purchased must be provided for out of the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the shares are repurchased.

If the Buyback Mandate was to be exercised in full at any time during the proposed repurchase period, there might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the Annual Report of the Company for the year ended 31 March 2009). However, the Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

### 4. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate and in accordance with the Listing Rules and laws of Bermuda.

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buyback Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company or that he or she has undertaken not to sell any Shares held by him/her to the Company in the event that the Buyback Mandate is approved by Shareholders.

### 5. MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the following months were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2008</b>		
July	7.08	5.90
August	7.70	6.65
September	7.37	6.21
October	7.00	2.70
November	4.90	3.30
December	4.00	3.10
<b>2009</b>		
January	3.60	3.00
February	3.83	3.30
March	4.44	3.08
April	4.90	4.04
May	5.87	4.56
June	6.58	5.22
July (up to the Latest Practicable Date)	6.44	5.72

### 6. TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company or become(s) obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

## **APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

As at the Latest Practicable Date, Messrs. Poon Bun Chak, Poon Kei Chak, Poon Kwan Chak and Poon Kai Chak, all of them are executive directors of the Company, in aggregate were taken to have an interest in 741,010,904 Shares representing 55.83% of the issued capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares in accordance with the Buyback Mandate, the shareholding interests of the abovesaid executive directors would be increased to approximately 62.04% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

### **7. REPURCHASE OF SHARES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries repurchased any Shares in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below:

**(1) Mr. Poon Bun Chak, aged 61, executive Director**

*Experience*

Mr. Poon Bun Chak is the chairman and the chief executive officer overseeing the planning and development of the Group. He founded the Group in 1975 and has over 34 years of experience in the textile field. He holds directorships in certain subsidiaries of the Group. Mr. Poon Bun Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr. Poon Bun Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr. Poon Bun Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr. Poon Bun Chak is a brother of Messrs. Poon Kai Chak, Poon Kei Chak and Poon Kwan Chak, all of whom are the executive Directors of the Company. In addition, Mr. Poon Bun Chak is a director and shareholder of Perfection (PTC) Inc. and Giant Wizard Corporation, which are substantial shareholders of the Company. Farrow Star Limited, a substantial shareholder of the Company, is wholly-owned by Perfection (PTC) Inc., a company wholly-owned and controlled by Mr. Poon Bun Chak. Save as disclosed above, Mr. Poon Bun Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Poon Bun Chak was interested or deemed to be interested in 658,138,104 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr. Poon Bun Chak and the Group, Mr. Poon Bun Chak is entitled to receive a basic annual salary of HK\$6,420,000, which was determined based on his expertise and experience in the field, and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, depending on the performance of the Group, Mr. Poon Bun Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr. Poon Bun Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(2) Mr. Poon Kai Chak, aged 59, executive Director***Experience*

Mr. Poon Kai Chak is responsible for the management of the manufacturing operation of the Group. He joined the Group in 1980 and has more than 29 years' experience in the textile industry. He holds directorships in certain subsidiaries of the Group. Mr. Poon Kai Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr. Poon Kai Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr. Poon Kai Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr. Poon Kai Chak is a brother of Messrs. Poon Bun Chak, Poon Kei Chak and Poon Kwan Chak, all of whom are the executive Directors of the Company. In addition, Mr. Poon Kai Chak is a director of Perfection (PTC) Inc., which is a substantial shareholder of the Company. Save as disclosed above, Mr. Poon Kai Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Poon Kai Chak was interested or deemed to be interested in 17,702,800 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr. Poon Kai Chak and the Group, Mr. Poon Kai Chak is entitled to receive a basic annual salary of HK\$4,584,000, which was determined based on his expertise and experience in the field, and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, depending on the performance of the Group, Mr. Poon Kai Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr. Poon Kai Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(3) Mr. Poon Kei Chak, aged 57, executive Director***Experience*

Mr. Poon Kei Chak is responsible for the purchases, sales and the overall management of the Group. He joined the Group on its establishment in 1975 and has more than 34 years' experience in the field. He holds directorships in certain subsidiaries of the Group. Mr. Poon Kei Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr. Poon Kei Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr. Poon Kei Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr. Poon Kei Chak is a brother of Messrs. Poon Bun Chak, Poon Kai Chak and Poon Kwan Chak, all of whom are the executive Directors of the Company. In addition, Mr. Poon Kei Chak is a director of Perfection (PTC) Inc. which is a substantial shareholder of the Company. Besides, Mr. Poon Kei Chak is the spouse of Ms. Heung Mi Kuen, Miraner who is a substantial shareholder of the Company. Save as disclosed above, Mr. Poon Kei Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Poon Kei Chak was interested or deemed to be interested in 73,899,200 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr. Poon Kei Chak and the Group, Mr. Poon Kei Chak is entitled to receive a basic annual salary of HK\$4,296,000, which was determined based on his expertise and experience in the field, and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, depending on the performance of the Group, Mr. Poon Kei Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr. Poon Kei Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(4) Mr. Poon Kwan Chak, aged 63, executive Director***Experience*

Mr. Poon Kwan Chak is responsible for the Group's merchandising and sales management. He joined the Group in 1976 and has more than 33 years' related experience. He holds directorships in certain subsidiaries of the Group. Mr. Poon Kwan Chak did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr. Poon Kwan Chak has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr. Poon Kwan Chak by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Mr. Poon Kwan Chak is a brother of Messrs. Poon Bun Chak, Poon Kai Chak and Poon Kei Chak, all of whom are the executive Directors of the Company. Save as disclosed above, Mr. Poon Kwan Chak does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Poon Kwan Chak was interested or deemed to be interested in 23,270,800 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr. Poon Kwan Chak and the Group, Mr. Poon Kwan Chak is entitled to receive a basic annual salary of HK\$3,840,000, which was determined based on his expertise and experience in the field, and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, depending on the performance of the Group, Mr. Poon Kwan Chak is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr. Poon Kwan Chak.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(5) Mr. Ting Kit Chung, aged 53, executive Director***Experience*

Mr. Ting Kit Chung is responsible for the general administration and financial management of the Group. He joined the Group in 1991 and has more than 10 years' banking experience. He holds a Bachelor of Arts degree from the University of Hong Kong. He holds directorships in certain subsidiaries of the Group. Mr. Ting Kit Chung did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr. Ting Kit Chung has entered into service contracts with the Group. The service contracts shall continue unless and until terminated by either the employer or Mr. Ting Kit Chung by giving not less than 3 months' notice in writing or compensation in lieu.

*Relationships*

Other than the relationship arising from his being an executive Director, Mr. Ting Kit Chung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Ting Kit Chung was interested or deemed to be interested in 11,600,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Pursuant to the service contracts entered into between Mr. Ting Kit Chung and the Group, Mr. Ting Kit Chung is entitled to receive a basic annual salary of HK\$3,936,000, which was determined based on his expertise and experience in the field, and a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting. Besides, depending on the performance of the Group, Mr. Ting Kit Chung is also entitled to receive a discretionary bonus to be decided by the Board. In addition, the Group is providing a quarter to Mr. Ting Kit Chung.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.



**(6) Mr. Au Son Yiu, aged 64, independent non-executive Director***Experience*

Mr. Au Son Yiu has extensive experience in the securities industry. He is a director of The Association of Former Council Members of the Stock Exchange, a director of The Institute of Securities Dealers Limited, a consultant to Dao Heng Securities Limited, a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council, and an independent non-executive director of several public listed companies namely Chun Wo Holdings Limited, Frankie Dominion International Limited (resigned on 14 April 2008) and CEC International Holdings Limited. In addition, he is a former deputy chairman of The Hong Kong Securities Clearing Company Limited (1992–1994) and a former council member of the Stock Exchange (1988–1994).

*Length of service*

Mr. Au Son Yiu has been an independent non-executive Director of the Company since 31 July 1995.

*Relationships*

Other than the relationship arising from his being an independent non-executive Director, Mr. Au Son Yiu does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Au Son Yiu was interested or deemed to be interested in 400,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

There is no service contract between Mr. Au Son Yiu and the Company. Mr. Au is entitled to receive a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting and by making reference to his experience, responsibilities, workload and time devoted to the Company.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(7) Mr. Cheng Shu Wing, aged 59, independent non-executive Director***Experience*

Mr. Cheng Shu Wing is a director of Techlux Investments Limited. He holds a Bachelor of Business Administration degree from the Chinese University of Hong Kong and has more than 30 years' experience in the banking and securities industries in Hong Kong. Mr. Cheng did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr. Cheng Shu Wing has been an independent non-executive Director of the Company since 6 July 1992.

*Relationships*

Other than the relationship arising from his being an independent non-executive Director, Mr. Cheng Shu Wing does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Cheng Shu Wing was interested or deemed to be interested in 400,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

There is no service contract between Mr. Cheng Shu Wing and the Company. Mr. Cheng is entitled to receive a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting and by making reference to his experience, responsibilities, workload and time devoted to the Company.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

**(8) Mr. Wong Tze Kin, David, aged 46, independent non-executive Director***Experience*

Mr. Wong Tze Kin, David is a director of CFL Anchor Limited, a private limited company incorporated in Hong Kong. Mr. Wong holds a Bachelor of Science degree from the University of California at Berkeley. He is a member of the American Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. He has over 25 years' experience in accounting, corporate finance, fund management and stockbroking. Mr. Wong did not hold any other directorship in any other public listed company in the past three years.

*Length of service*

Mr. Wong Tze Kin, David has been an independent non-executive Director of the Company since 26 March 2004.

*Relationships*

Other than the relationship arising from his being an independent non-executive Director, Mr. Wong Tze Kin, David does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Wong Tze Kin, David was interested or deemed to be interested in 200,000 Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

There is no service contract between Mr. Wong Tze Kin, David and the Company. Mr. Wong is entitled to receive a directors' fee which is to be fixed by the Board as authorised by the shareholders at each annual general meeting and by making reference to his experience, responsibilities, workload and time devoted to the Company.

*Matters that need to be brought to the attention of the Shareholders*

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election.

# NOTICE OF ANNUAL GENERAL MEETING



## TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 321)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Texwinca Holdings Limited (the “Company”) will be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 20 August 2009 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Report of the Directors and the Independent Auditors’ Report for the year ended 31 March 2009;
2. To declare a final dividend;
3. To elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
4. To appoint Auditors and to authorise the Board of Directors to fix the Auditors’ remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;

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

**“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, the total nominal amount of additional shares to be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”; and

## NOTICE OF ANNUAL GENERAL MEETING

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors pursuant to resolution no. 6 above be and is hereby extended by the addition thereto of an amount representing the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the mandate referred to in the above resolution no. 5, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By Order of the Board  
**Chan Chi Hon**  
*Secretary*

Hong Kong, 17 July 2009

**Notes:**

- (a) The Register of Members of the Company will be closed from Thursday, 13 August 2009 to Thursday, 20 August 2009 (both days inclusive), during which period no transfer of shares of the Company will be registered and no shares will be allotted and issued on the exercise of the subscription rights attached to the outstanding share options granted by the Company. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2009 and for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 12 August 2009.
- (b) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the instrument appointing the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof.