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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)

PROPOSED GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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, 9 August 2012 at 10:30 a.m. is set out on pages 19 to 22 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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (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 Share Registrar and Transfer Office 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 shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event, the form of proxy shall be deemed to be revoked.

* For identification purpose only

11 July 2012

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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, 9 August 2012 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 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 currently in force;
“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”	the 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”	4 July 2012, 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;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary 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) forming part of the ordinary equity share capital of the Company;

DEFINITIONS

“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 issued by the Securities and Futures Commission in Hong Kong.

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 Kei Chak

Poon Kai Chak

Ting Kit Chung

Poon Ho Wa

Independent Non-executive Directors:

Au Son Yiu

Cheng Shu Wing

Law Brian Chung Nin

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

11 July 2012

To the Shareholders

Dear Sir/Madam,

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

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 to the Directors of the Buyback Mandate to repurchase Shares; (ii) granting to the Directors of the Issuance Mandate to issue new Shares; (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 the retiring 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 5 August 2011, general mandates were granted to the Directors 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 repurchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 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 1,361,356,104 Shares. Subject to the passing of the proposed ordinary resolution no. 5 contained in the notice of the Annual General Meeting as set out on pages 19 to 22 of this circular and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 136,135,610 Shares during the period in which the Buyback Mandate remains in force.
- (b) to allot, issue or deal with additional Shares of not exceeding 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 1,361,356,104 Shares. Subject to the passing of the proposed ordinary resolution no. 6 contained in the notice of the Annual General Meeting as set out on pages 19 to 22 of this circular 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 a maximum of 272,271,220 additional Shares during the period in which the Issuance Mandate remains in force.
- (c) to extend the Issuance Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Buyback Mandate.

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 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 RETIRING 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, Mr. Poon Bun Chak, Mr. Poon Kei Chak, Mr. Poon Kai Chak, Mr. Ting Kit Chung and Mr. Poon Ho Wa will retire as executive Directors and Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin will retire as independent non-executive Directors. All of them have offered themselves for re-election at the Annual General Meeting.

Mr. Au Son Yiu and Mr. Cheng Shu Wing, who have been serving as independent non-executive Directors for more than 9 years, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr. Au Son Yiu and Mr. Cheng Shu Wing are still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

Details of the retiring Directors 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 19 to 22 of this circular.

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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (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 at the Annual General Meeting if you so wish.

5. VOTING AT ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of Listing Rules, any vote of shareholders at general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. The chairman of the Annual General 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.

An announcement on poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and re-election of the retiring Directors are in the best interests of the Company 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.

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

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them 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 SHARE BUYBACK

Though the Directors have no present intention to repurchase Shares, 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 1,361,356,104 Shares.

Subject to the passing of the proposed 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 on the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, a maximum of 136,135,610 Shares, representing 10% of the issued share capital of the Company at the date of the Annual General Meeting.

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 repurchase 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 repurchased 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.

4. IMPACT OF REPURCHASE

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 2012). However, the Directors do not intend 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.

5. GENERAL

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.

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor 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 granting of 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 granting of the Buyback Mandate is approved by the Shareholders.

6. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have 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>
2011		
July	11.00	9.30
August	11.12	8.13
September	9.92	6.80
October	9.99	7.57
November	9.94	8.37
December	9.64	8.30
2012		
January	9.20	8.49
February	10.24	8.54
March	10.30	9.36
April	10.00	9.07
May	9.61	8.48
June	9.29	7.09
July (up to the Latest Practicable Date)	7.81	7.34

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Poon Bun Chak, Mr. Poon Kei Chak and Mr. Poon Kai Chak, all of them are executive Directors, in aggregate were taken to have an interest in 733,740,104 Shares representing 53.9% 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 59.9% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise to an obligation to make a mandatory offer under the Takeovers Code. The Directors do not propose to exercise the Buyback Mandate to such an extent that the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

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

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(1) Mr. Poon Bun Chak, aged 64, executive Director

Experience and Position

Mr. Poon Bun Chak is an executive Director, the chairman and the chief executive officer of the Company overseeing the planning and development of the Group. He is also a director of certain subsidiaries of the Company. He founded the Group in 1975 and has over 37 years of experience in the textile field. Mr. Poon Bun Chak did not hold any other directorship in companies listed in Hong Kong or overseas in the past three years.

Length of service

The length of service of Mr. Poon Bun Chak with the Group is 37 years. 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. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

Relationships

Mr. Poon Bun Chak is a brother of Messrs. Poon Kai Chak and Poon Kei Chak, and an uncle of Mr. Poon Ho Wa, all of whom are the executive Directors. In addition, Mr. Poon Bun Chak is the director and shareholder of Perfection (PTC) Inc and Giant Wizard Corporation, which are controlling 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\$7,288,800, 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 of the Company. 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.

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Poon Bun Chak involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Poon Bun Chak that need to be brought to the attention of the Shareholders.

(2) Mr. Poon Kei Chak, aged 60, executive Director

Experience and Position

Mr. Poon Kei Chak is an executive Director and also a director of certain subsidiaries of the Company. He 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 37 years' experience in the field. Mr. Poon Kei Chak did not hold any other directorship in companies listed in Hong Kong or overseas in the past three years.

Length of service

The length of service of Mr. Poon Kei Chak with the Group is 37 years. 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. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

Relationships

Mr. Poon Kei Chak is a brother of Messrs. Poon Bun Chak and Poon Kai Chak, and an uncle of Mr. Poon Ho Wa, all of whom are the executive Directors. In addition, Mr. Poon Kei Chak is a director of Perfection (PTC) Inc which is a controlling 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 72,899,200 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\$4,867,200, 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 of the

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Company. 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 which is discloseable nor is Mr. Poon Kei Chak involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Poon Kei Chak that need to be brought to the attention of the Shareholders.

(3) Mr. Poon Kai Chak, aged 62, executive Director

Experience and Position

Mr. Poon Kai Chak is an executive Director and also a director of certain subsidiaries of the Company. He is responsible for the management of the manufacturing operation of the Group. He joined the Group in 1980 and has more than 32 years' experience in the textile industry. Mr. Poon Kai Chak did not hold any other directorship in companies listed in Hong Kong or overseas in the past three years.

Length of service

The length of service of Mr. Poon Kai Chak with the Group is 32 years. 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. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

Relationships

Mr. Poon Kai Chak is a brother of Messrs. Poon Bun Chak and Poon Kei Chak, and the father of Mr. Poon Ho Wa, all of whom are the executive Directors. In addition, Mr. Poon Kai Chak is a director of Perfection (PTC) Inc, which is a controlling 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\$5,005,200, which was determined based on his expertise and experience in the field, and a directors' fee which is to be

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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fixed by the Board as authorised by the Shareholders at each annual general meeting of the Company. 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 which is discloseable nor is Mr. Poon Kai Chak involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Poon Kai Chak that need to be brought to the attention of the Shareholders.

(4) Mr. Ting Kit Chung, aged 56, executive Director

Experience and Position

Mr. Ting Kit Chung is an executive Director and a member of Nomination Committee and Remuneration Committee of the Company. He is also a director of certain subsidiaries of the Company. He 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. Mr. Ting Kit Chung did not hold any other directorship in companies listed in Hong Kong or overseas in the past three years.

Length of service

The length of service of Mr. Ting Kit Chung with the Group is 21 years. 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. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

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\$4,368,000, which was determined based on his expertise and experience in the field, and a directors' fee which is to be

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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fixed by the Board as authorised by the Shareholders at each annual general meeting of the Company. 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 which is discloseable nor is Mr. Ting Kit Chung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ting Kit Chung that need to be brought to the attention of the Shareholders.

(5) Mr. Poon Ho Wa, aged 35, executive Director

Experience and Position

Mr. Poon Ho Wa is an executive Director and also a director of certain subsidiaries of the Company. He is responsible for helping the management of the textile business and production development. He holds a Bachelor of Science degree in management from The London School of Economics and Political Science. He has gained extensive experience in the investment banking industry at J.P. Morgan. He joined the Group in 2002 and has more than 10 years' experience in the client relationship management of the textile business. Mr. Poon Ho Wa did not hold any other directorship in companies listed in Hong Kong or overseas in the past three years.

Length of service

The length of service of Mr. Poon Ho Wa with the Group is 10 years. Mr. Poon Ho Wa has entered into a service contract with the Group. The service contract shall continue unless and until terminated by either the employer or Mr. Poon Ho Wa by giving not less than 3 months' notice in writing or compensation in lieu. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

Relationships

Mr. Poon Ho Wa is a son of Mr. Poon Kai Chak and a nephew of Messrs. Poon Bun Chak and Poon Kei Chak, all of whom are the executive Directors. Save as disclosed above, Mr. Poon Ho Wa 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 Ho Wa was interested or deemed to be interested in 200,000 Shares or underlying Shares pursuant to Part XV of the SFO.

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Director's emoluments

Pursuant to the service contract entered into between Mr. Poon Ho Wa and the Group, Mr. Poon Ho Wa is entitled to receive a basic annual salary of HK\$1,716,000, which was determined based on his responsibilities and performance, and a directors' fee which is to be fixed by the Board as authorised by the Shareholders at each annual general meeting of the Company. Besides, depending on the performance of the Group, Mr. Poon Ho Wa 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 Ho Wa.

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

There is no information which is discloseable nor is Mr. Poon Ho Wa involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Poon Ho Wa that need to be brought to the attention of the Shareholders.

(6) Mr. Au Son Yiu, aged 67, independent non-executive Director

Experience and Position

Mr. Au Son Yiu is an independent non-executive Director, member of the Nomination Committee and Audit Committee and chairman of the Remuneration Committee of the Company.

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 consultant to Dao Heng Securities Limited (1989–2008), a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council. 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).

Mr. Au Son Yiu is also an independent non-executive director of Chun Wo Development Holdings Limited and CEC International Holdings Limited, companies listed on the Stock Exchange.

Length of service

Mr. Au Son Yiu has been an independent non-executive Director since 31 July 1995. There is no service contract entered into between Mr. Au Son Yiu and the Company. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

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 500,000 Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Au Son Yiu 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 of the Company 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 which is discloseable nor is Mr. Au Son Yiu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Au Son Yiu that need to be brought to the attention of the Shareholders.

(7) Mr. Cheng Shu Wing, aged 62, independent non-executive Director*Experience and Position*

Mr. Cheng Shu Wing is an independent non-executive Director, chairman of the Nomination Committee and a member of the Remuneration Committee and Audit Committee of the Company. 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 companies listed in Hong Kong or overseas in the past three years.

Length of service

Mr. Cheng Shu Wing has been an independent non-executive Director since 6 July 1992. There is no service contract entered into between Mr. Cheng Shu Wing and the Company. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

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

Mr. Cheng Shu Wing 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 of the Company 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 which is discloseable nor is Mr. Cheng Shu Wing involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Cheng Shu Wing that need to be brought to the attention of the Shareholders.

(8) Mr. Law Brian Chung Nin, aged 54, independent non-executive Director*Experience and Position*

Mr. Law Brian Chung Nin is an independent non-executive Director, chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Law Brian Chung Nin graduated from University of Toronto in 1980 with a degree in Bachelor of Commerce. He has been a member of the Canadian Institute of Chartered Accountants since 1983.

Mr. Law Brian Chung Nin has been the General Manager (Hong Kong and Investor Relations) of Samling Global Limited since 2009. He has worked for several major international accounting and financial institutions. Besides, he possesses extensive experience in auditing, corporate finance and private equity. Mr. Law Brian Chung Nin did not hold any other directorship in companies listed in Hong Kong or overseas in the past three years.

Length of service

Mr. Law Brian Chung Nin has been an independent non-executive Director since 1 April 2011. There is no service contract entered into between Mr. Law Brian Chung Nin and the Company. He is subject to retirement at each annual general meeting and is eligible for re-election in accordance with the Bye-laws.

Relationships

Other than the relationship arising from his being an independent non-executive Director, Mr. Law Brian Chung Nin 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. Law Brian Chung Nin was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Law Brian Chung Nin 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 of the Company 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 which is discloseable nor is Mr. Law Brian Chung Nin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Law Brian Chung Nin that need to be brought to the attention of the Shareholders.

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, 9 August 2012 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 2012;
2. To declare a final dividend;
3. To re-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 their 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, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, rules and regulations;
- (b) the aggregate nominal amount of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes 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

* 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 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) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (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,shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and
- (d) for the purposes 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 or any applicable laws to be held.”; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights 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 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

By Order of the Board
Chan Chi Hon
Company Secretary

Hong Kong, 11 July 2012

Notes:

- (a) Any shareholder 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 shareholder 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.
- (b) To be valid, the 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 Share Registrar and Transfer Office 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. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (c) The Register of Members of the Company will be closed from Monday, 6 August 2012 to Thursday, 9 August 2012 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the Annual General Meeting. 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 be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office 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 Friday, 3 August 2012.

- (d) The Register of Members of the Company will be closed from Monday, 20 August 2012 to Friday, 24 August 2012 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 March 2012. 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 2012, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office 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 Friday, 17 August 2012.