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If you are in any doubt as to any aspect of this circular, you should consult your 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 Luen Thai Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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LUEN THAI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

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

A notice convening the 2011 annual general meeting of Luen Thai Holdings Limited to be held at The Domain, 3/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Hong Kong on 27 May 2011 at 3:00 p.m. is set out on pages 10 to 14 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

15 April 2011

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LUEN THAI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

Executive Directors:

Tan Siu Lin (*Chairman*)
Tan Henry
Tan Cho Lung, Raymond
Tan Sunny
Mok Siu Wan, Anne

Non-executive Directors:

Tan Willie
Lu Chin Chu

Independent Non-executive Directors:

Chan Henry
Cheung Siu Kee
Seing Nea Yie

*Head office and principal place
of business:*

5th Floor
Nanyang Plaza
57 Hung To Road
Kwun Tong
Kowloon
Hong Kong

15 April 2011

To the shareholders of Luen Thai Holdings Limited

Dear Sir or Madam,

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

On 1 June 2010, resolutions were passed by shareholders of the Company giving general unconditional mandates to the directors of the Company to:

- (a) allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at 1 June 2010;
- (b) repurchase shares not exceeding 10% of the aggregate nominal value of the shares in issue as at 1 June 2010; and

LETTER FROM THE CHAIRMAN

- (c) add to the general mandate for issuing shares of the Company set out in (a) above the number of shares repurchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the 2011 Annual General Meeting, unless renewed at that meeting.

Resolutions will therefore be proposed at the 2011 Annual General Meeting of the Company (“2011 Annual General Meeting”) to be held at **The Domain, 3/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Hong Kong** on **27 May 2011** at **3:00 p.m.** The full text of these resolutions are set out in resolutions 5 (“Issue Mandate”), 6 (“Repurchase Mandate”) and 7 in the Notice of the Annual General Meeting set out on pages 10 to 14 of this circular.

Subject to the passing of the relevant ordinary resolutions regarding the Issue Mandate and on the basis that no further shares are issued and repurchased prior to the 2011 Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 198,533,200 shares, representing 20% of the aggregate nominal value of the share capital of the Company in issue.

The Issue Mandate, unless revoked or varied by way of an ordinary resolution of the shareholders in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, which will be convened on or before 30 June 2012.

LISTING RULES

In accordance with the requirements set out in the Listing Rules, the Company is required to send to shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING

In accordance with the Articles of Association of the Company, the retiring Directors at the 2011 Annual General Meeting are Mr. Tan Sunny, Mr. Tan Willie, Mr. Lu Chiu Chu, Mr Chan Henry. Details of the above Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Notice convening the 2011 Annual General Meeting is set out on pages 10 to 14 of this circular.

The Annual Report incorporating the audited consolidated accounts of the Company for the year ended 31 December 2010 and the Directors’ and auditors’ reports thereon are despatched to shareholders together with this circular.

LETTER FROM THE CHAIRMAN

A form of proxy for use at the 2011 Annual General Meeting is enclosed with this circular. Whether or not they intend to attend the meeting, shareholders are requested to complete and return the form of proxy to **Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong** not less than 48 hours before the 2011 Annual General Meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2011 Annual General Meeting should shareholders so desire.

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll.

RECOMMENDATION

The Directors consider that (i) the Issue Mandate (ii) the Repurchase Mandate and (iii) the extension of the Issue Mandate to the number of shares which are repurchased pursuant to the Repurchase Mandate are in the interests of the Company and its shareholders as a whole and accordingly the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend shareholders to vote in favour of such relevant resolutions to be proposed at the 2011 Annual General Meeting.

Yours faithfully,
Tan Siu Lin
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

SHARE CAPITAL

As at 8 April 2011, being the latest practicable date prior to the printing of this circular ("Latest Practicable Date"), the issued share capital of the Company comprised 992,666,000 shares.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further shares are issued and repurchased prior to the 2011 Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 99,266,600 shares, representing 10% of the aggregate nominal value of the shares of the Company in issue.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the shareholders in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, which will be convened on or before 30 June 2012.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from shareholders to enable the Company to repurchase shares in the market. Repurchase of shares will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Memorandum of Association and Articles of Association and the laws of the Cayman Islands.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2010) in the event that the repurchase of shares were to be

carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is approved by shareholders, to sell any shares to the Company or its subsidiaries.

DIRECTOR'S UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be deemed to be an acquisition for the purposes of the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert, depending on the level of increase in the shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Tan Henry is the beneficial owner of 3,500 issued shares (representing 70% interest) in Helmsley Enterprises Limited ("Helmsley"), a company incorporated in the Commonwealth of the Bahamas. Helmsley wholly owns Capital Glory Limited, which in turn owns 614,250,000 shares, or approximately 61.88% interest in the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase shares pursuant to the Repurchase Mandate, then the shareholding of Capital Glory Limited would be increased to approximately 68.75%. In the opinion of the Directors, such increase will not give rise to a mandatory offer in accordance with Rule 26 of the Takeovers Code.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of shares has been made by the Company during the six months immediately preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

CONNECTED PERSON

No Connected Person has notified the Company that it has a present intention to sell shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders.

SHARE PRICES

The highest and lowest prices at which the shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
April	1.2600	0.8900
May	0.9700	0.7300
June	0.8200	0.6900
July	0.8100	0.7100
August	0.8600	0.7700
September	0.8300	0.7600
October	0.8400	0.7700
November	0.8500	0.7700
December	0.9300	0.7900
2011		
January	0.9700	0.8000
February	0.9200	0.7600
March	0.8200	0.7200
April (1 April 2011 to 8 April 2011)	0.8100	0.7700

Mr. Tan Sunny, aged 37, is the Chief Financial Officer of the Group and son of Dr. TAN Siu Lin. Mr. Tan joined the Group in 1999. Prior to joining the Group, Mr. Tan worked at the investment banking division of Merrill Lynch. In 2006, Mr. Tan was appointed as a special advisor to the Governor of Commonwealth of the Northern Mariana Islands. Mr. Tan was appointed as the Executive Vice Chairman of the Hong Kong General Chamber of Textiles Limited in 2009. Mr. Tan is also an independent non-executive Director of Hopewell Holdings Limited. Mr. Tan obtained a Master of Science degree from Stanford University and Bachelor of Business Administration degree from the University of Wisconsin-Madison.

As at the Latest Practicable Date, Mr. Tan held an option to subscribe for 400,000 shares of the Company and had personal interests of 322,000 shares of the Company, and had corporate interests of 5,743,000 shares held by Tan Family Trust of 2004. Such interests are required to notify the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance.

Mr. Tan has not entered into a service contract with the Company as an Executive Director and is not entitled to any Director fee. As at the Latest Practicable Date, the remuneration payable to Mr. Tan shall be a fixed monthly salary of HK\$67,000, with such increase as the Board may from time to time determine in its absolute discretion. In addition, Mr. Tan is entitled to a bonus equivalent to one month's salary on or around each Chinese New Year falling after the first anniversary of the commencement date. Mr. Tan is also eligible for consideration of annual discretionary bonus which shall be of such amount as the Board may determine based on his performance. The Company has made contribution to mandatory provident fund in accordance with the applicable legal requirement. Mr. Tan will also be entitled to all reasonable out-of-pocket expenses. Mr. Tan's remuneration which was determined by reference to the prevailing market condition and his knowledgeable experience for the industry.

Other than disclosed herein, Mr. Tan has not held any directorships in any other listed companies in the last three years.

Save as disclosed above, there is no information relating to Mr. Tan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

Mr. TAN Willie, aged 55, is the Chief Executive Officer of the privately held businesses of the Tan Family namely Luen Thai Enterprises Limited and Tan Holdings Corporation. Mr. Tan is the son of Dr. Tan Siu Lin and joined the apparel division in 1985 and has held the positions of Executive Vice President and later on Chief Operating Officer prior to his appointment to lead the privately held businesses. Mr. Tan has almost 28 years experience in business management in various disciplines including apparel and footwear manufacturing, fishing, logistics including cargo airline and shipping, wholesale and retail operations, hotel, travel and tours, insurance, financial and health care services. Mr. Tan obtained his Bachelor's Degree in Business Administration from the University of Guam. He is currently the External Vice President of the Philippine-China Business

Council, Chairman of the Confederation of Garment Exporters of the Philippines, a member of China's Chinese People's Political Consultative Conference in Qingyuan, Guangdong (中國人民政治協商會議廣東省清遠市委員會委員) and a director for Quanzhou City Global Youth Federation. In November 2007, Mr. Tan was appointed Honorary Ambassador-at-Large for Guam, USA.

As at the Latest Practicable Date, Mr. Tan had corporate interests of 5,743,000 shares held by Tan Family Trust of 2004. Such interests are required to notify the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance.

Mr Tan entered into a service agreement with the Company for a term of 3 years commencing from May 2009, with a director's fee of US\$150,000 per annum. Mr. Tan's remuneration was determined by reference to the prevailing market condition and his knowledgeable experience for the industry.

Other than disclosed herein, Mr. Tan has not held any directorships in any other listed companies in the last three years.

Save as disclosed above, there is no information relating to Mr. Tan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Lu Chin Chu, aged 57, is an executive director and also the General Manager of one of the three manufacturing groups of Yue Yuen Industrial (Holdings) Limited, a company listed on The Stock Exchange of Hong Kong Limited and is considered a substantial shareholder of the Company under the Rules Governing the Listing of Securities on the Stock Exchange. Additionally, he is currently a director of San Fang Chemical Industry Co. Ltd. and Evermore Chemical Industry Co. Ltd., companies being listed on the Taiwan Stock Exchange in Taiwan. Mr. Lu also holds several directorships in certain private companies established in Taiwan, Hong Kong, mainland China, the United States, Bermuda and the British Virgin Islands, which are engaged primarily in investment holding, production and marketing of non-apparel products, except for Yuen Thai Industrial Company Limited, a joint venture company established between Yue Yuen and the Group in 2004 to develop active wear business. Mr. Lu is an accomplished industry professional with over 33 years of experience in the manufacturing of footwear and related components. He joined the Group in 2007.

Other than disclosed herein, Mr. Lu has not held any directorships in any listed companies in the past three years and does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lu has no interest in the issued share capital of the Company within Part XV of the Securities and Futures Ordinance.

Mr. Lu had entered into a letter of re-appointment with the Company for a term of 3 years commencing from September 2010, with a director's fee of HK\$120,000 per annum. Mr. Lu's remuneration was determined by reference to the prevailing market condition and

his knowledgeable experience for the industry. Mr. Lu is subject to retirement by rotation and re-election pursuant to the article of association of the Company in the coming Annual General Meeting.

Save as disclosed above, there is no information relating to Mr. Lu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Chan Henry, aged 45, is a member of both the Audit Committee and the Remuneration Committee. Mr. Chan has over 23 years of experience in the financial market and is the Managing Director of Sanfull Securities Limited. He was a Director of The Stock Exchange of Hong Kong Limited. Mr. Chan is currently a member of the Advisory Committee of the Securities and Futures Commission, the Permanent Honorary President of Hong Kong Stockbrokers Association Limited, an independent non-executive director of Hengan International Group Company Limited, a company listed on the Main Board of the Stock Exchange which engages in the manufacture and distribution of personal hygiene products. Mr. Chan is also a committee member of the Chinese People's Political Consultative Conference in Xiamen, Fujian Province, China. Mr. Chan obtained his Master's degree in Business Administration from Asia International Open University (Macau) and his Bachelor's degree in Arts from Carleton University in Canada. He joined the Group in 2004.

Other than disclosed herein, Mr. Chan has not held any directorships in any listed companies in the past three years and does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chan had no interests in the issued share capital of the Company within Part XV of the Securities and Futures Ordinance.

Mr. Chan had entered into a letter of appointment with the Company for a term of 3 years commencing from April 2010, with a director's fee of HK\$120,000 per annum. His director's fee has been determined by reference to the level of remuneration for non-executive directors of Hong Kong listed companies and the demand of the Company on Mr. Chan's attention as its non-executive Director.

Save as disclosed above, there is no information relating to Mr. Chan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



LUEN THAI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Luen Thai Holdings Limited (the “Company”) will be held at **The Domain, 3/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Hong Kong** on **27 May 2011 (Friday)** at **3:00 p.m.** for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the directors and of the auditors for the year ended 31 December 2010;
2. To declare final dividend for the year ended 31 December 2010;
3. To re-elect retiring directors and authorize the directors to fix their remuneration;
4. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the directors to fix their remuneration;
5. To consider as special business, and if thought fit, to pass the following resolution as Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to issue, allot and dispose of additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(C) the aggregate nominal amount of share capital issued, allotted and disposed of, or agreed conditionally or unconditionally to be issued, allotted and disposed of (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue; or
- (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; or
- (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the Articles of Association of the Company from time to time,

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

for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange, in any territory outside Hong Kong.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the aggregate nominal amount of shares authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and

for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 5 and 6 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 6 shall be added to the aggregate nominal amount of share capital that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 5.”

By order of the Board
Tan Siu Lin
Chairman

Hong Kong, 15 April 2011

Notes:

- i. A member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- ii. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at **Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong** not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish.
- iii. The register of members of the Company will be closed, for the purpose of determining shareholders’ entitlement to the proposed final dividend, from 24 May 2011 to 26 May 2011 (both days inclusive), during which period no transfer of shares can be registered. Any shareholder of the Company, whose name appear on the Company’s Register of Members on 26 May 2011 are entitled to attend and vote at the Annual General Meeting and qualify for the final dividend. In order to be entitled to attend and vote at the Annual General Meeting and to qualify for the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 23 May 2011.

NOTICE OF ANNUAL GENERAL MEETING

- iv. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names and stand in the Register of Members of the Company in respect of the joint shareholding.
- v. A circular containing details regarding resolutions no. 5 to 7 will be sent to shareholders of the Company together with the 2010 Annual Report.