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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, 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 Noble Jewelry Holdings Limited, you should at once hand this circular, the accompanying form of proxy, the 2010 Annual Report and the notice of convening Annual General Meeting 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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**NOBLE JEWELRY HOLDINGS LIMITED**  
**億 鑽 珠 寶 控 股 有 限 公 司**

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 00475)

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

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A notice of convening the Annual General Meeting of Noble Jewelry Holdings Limited to be held at Unit 2403, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 27 August 2010 at 10:00 a.m. is set out on pages 12 to 16 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 website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.noble.com.hk](http://www.noble.com.hk)). If you are unable to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the 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 will be deemed to be revoked.

30 July 2010

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 2403, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 27 August 2010 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law (Cap. 22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof
“Company”	Noble Jewelry Holdings Limited, an exempted company incorporated in the Cayman Islands on 25 August 2006 with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries or any of them
“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
“Latest Practicable Date”	28 July 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Code”	Hong Kong Code on Share Repurchases
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares in the manner as set out in the notice of convening the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of HK\$0.01 each

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## DEFINITIONS

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“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with Shares in the manner as set out in the notice of convening the Annual General Meeting
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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**NOBLE JEWELRY HOLDINGS LIMITED**  
**億 鑽 珠 寶 控 股 有 限 公 司**

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 00475)

*Executive Directors:*

Mr. Chan Yuen Hing (*Chairman*)  
Mr. Tang Chee Kwong (*Chief Executive Officer*)  
Ms. Chan Lai Yung  
Mr. Chan Wing Nang  
Mr. Lai Wang  
Mr. Tsang Wing Ki

*Independent Non-Executive Directors:*

Mr. Chan Cheong Tat  
Mr. Tang Chiu Ming Frank  
Mr. Yu Ming Yang

*Registered Office:*

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

*Head Office and Principal Place of  
Business in Hong Kong:*

Unit 306–307, 3rd Floor  
Lippo Sun Plaza  
28 Canton Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

30 July 2010

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the grant of Share Issue Mandate and Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

**GENERAL MANDATE TO ISSUE SHARES**

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant a Share Issue Mandate to the Directors to exercise the powers of the Company to allot and issue a maximum of

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## LETTER FROM THE BOARD

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54,340,000 new Shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company immediately after the passing of the resolution in relation to such proposed Share Issue Mandate. In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares purchased by the Company under ordinary resolution no. 4(B) will also be added to the Share Issue Mandate as mentioned in the ordinary resolution no. 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such Share Issue Mandate.

### **GENERAL MANDATE TO REPURCHASE SHARES**

In addition, an ordinary resolution no. 4(B) will be proposed to approve the granting of a proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company immediately after the passing of the resolution in relation to such proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

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

In accordance with Article 87 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years at the annual general meeting. Mr. Tang Chee Kwong, Mr. Chan Cheong Tat and Mr. Yu Ming Yang shall retire from office by rotation and be eligible and offer themselves for re-election at the Annual General Meeting.

In accordance with Article 86(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Mr. Lai Wang, having been appointed as Director on 1 January 2010 to fill a casual vacancy, shall retire from office at the Annual General Meeting and, being eligible, offers himself for re-election at the Annual General Meeting.

In this respect, ordinary resolutions will be proposed to (a) re-elect Mr. Tang Chee Kwong and Mr. Lai Wang as executive Directors; (b) re-elect Mr. Chan Cheong Tat and Mr. Yu Ming Yang as independent non-executive Directors at the Annual General Meeting.

Details of the above named Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **ANNUAL GENERAL MEETING**

The notice of convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the re-election of Directors, the grant of Share Issue Mandate and the Repurchase Mandate is set out on pages 12 to 16 of this circular.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement of the poll result will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### FORM OF PROXY

A form of proxy for use at the Annual General Meeting is accompanied with this circular. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.noble.com.hk](http://www.noble.com.hk)). If you are unable to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the 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 will be deemed to be revoked.

### 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, which to the best of their knowledge and belief, there are no other facts that the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of Directors, the grant of Share Issue Mandate and Repurchase Mandate, are each in the best interests of the Company and Shareholders. The Directors therefore recommend Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**Chan Yuen Hing**  
*Chairman*

*This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 271,700,000 Shares of nominal value of HK\$0.01 each.

Subject to the passing of the resolution granting the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 27,170,000 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

## **REASONS FOR REPURCHASES**

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favorable to the Company. On the basis of the consolidated financial position of the Company as at 31 March 2010, being the date to which the latest published audited financial statements of the Company were made up, the Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, there will not have a material adverse impact on the working capital position and gearing level of the Company. The Directors do not propose to exercise the proposed Repurchase Mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.



**FUNDING OF REPURCHASES**

Repurchases to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Articles of Association and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

**EFFECT OF THE TAKEOVERS CODE AND REPURCHASE CODE**

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, First Prospect Holdings Limited ("First Prospect") was interested in 172,900,000 Shares, representing approximately 63.6% of the total issued share capital of the Company. In the event that the Directors should exercise in full the proposed Repurchase Mandate, the shareholding of First Prospect in the Company will be increased to approximately 70.7% of the issued share capital of the Company. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchase of Shares pursuant to the proposed Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of proposed Repurchase Mandate whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**PRICE OF THE SHARES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date:

<b>Month</b>	<b>Price Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2009</b>		
July	0.62	0.46
August	0.60	0.46
September	0.50	0.42
October	0.59	0.44
November	0.59	0.47
December	0.54	0.44
<b>2010</b>		
January	0.70	0.47
February	0.57	0.48
March	0.70	0.52
April	0.66	0.56
May	0.69	0.44
June	0.60	0.44
July (up to the Latest Practicable Date)	0.69	0.52

**REPURCHASE OF SHARES**

No Shares has been repurchased by the Company during the previous six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**GENERAL**

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 or its subsidiaries if the proposed Repurchase Mandate is exercised by the Company.

No connected persons of the Company (as defined in the Listing Rules) has notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate to repurchase its Shares in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

*The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:*

**RE-ELECTION OF DIRECTORS:**

**Mr. Tang Chee Kwong** (also known as Mr. Stephen Tang), aged 56, is our chief executive officer and an executive Director. He joined the Group in 2002 and is responsible for business policy formulation and execution. Mr. Stephen Tang had previously worked at Hang Seng Bank for almost 30 years and was a senior relationship manager at the time of his resignation from the bank in 2002. Under sponsorship by Hang Seng Bank, Mr. Stephen Tang completed an executive development program organised by the Kellogg Graduate School of Management at the Northwestern University in the United States of America in 1997. Mr. Stephen Tang is an associate member of The Hong Kong Institute of Bankers and The Chartered Institute of Bankers in the United Kingdom.

Mr. Stephen Tang is the chairman of remuneration committee and nomination committee of the Company.

As at the Latest Practicable Date, Mr. Stephen Tang had a direct interest of 5,202,000 Shares among which 200,000 Shares are outstanding share options granted by the Company to subscribe for 200,000 Shares at exercise price of HK\$1.27 per Share within the meaning of Part XV of the SFO. Mr. Stephen Tang does not hold any directorship in other listed public companies in the last three years and he has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

The Company has entered into a service contract with Mr. Stephen Tang and he is subject to retirement by rotation and re-election in accordance with the Articles of Association with an annual emoluments of HK\$2,280,000. The amount of the annual emoluments for Mr. Stephen Tang was determined by the Board with reference to his experience, responsibilities and duties as well as the prevailing market conditions.

**Mr. Chan Cheong Tat** (also known as Mr. Roger Chan), aged 60, was appointed as an independent non-executive Director in October 2006. Mr. Roger Chan served in the Inland Revenue Department of the Government of Hong Kong Special Administrative Region for over 30 years and was the Assistant Commissioner of Inland Revenue Department when he retired in 2005. Mr. Roger Chan obtained his master's degree in financial management from Central Queensland University in 1995. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and CPA Australia. He is also an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Mr. Roger Chan is currently an independent non-executive director of Guangdong Tannery Limited (stock code: 01058) whose shares are listed on the Stock Exchange and managing director of CT Tax Consultants Co., Limited. Save as disclosed herein, Mr. Roger Chan does not hold any directorship in other listed public companies in the last three years and he has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Roger Chan is the chairman of audit committee and member of remuneration committee and nomination committee of the Company.

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

The Company has entered into a letter of appointment with Mr. Roger Chan and his appointment is subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to an annual emoluments of HK\$150,000. The amount of the annual emoluments for Mr. Roger Chan was determined by the Board with reference to his experience, responsibilities and duties as well as the prevailing market conditions.

**Mr. Lai Wang**, aged 43, is the general manager of our Panyu operation centre. He was appointed as executive Director in January 2010. He joined the Group in 2004 and is responsible for the production and operation management of the Group. Mr. Lai obtained a master's degree in business administration from the Hong Kong Baptist University in 2008. Mr. Lai has over 10 years' experience in production management.

As at the Latest Practicable Date, Mr. Lai had an outstanding share options granted by the Company to subscribe for 100,000 Shares at exercise price of HK\$1.27 per Share within the meaning of Part XV of the SFO. Mr. Lai does not hold any directorship in other listed public companies in the last three years and he has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

The Company has entered into a service contract with Mr. Lai and he is subject to retirement by rotation and re-election in accordance with the Articles of Association with an annual emolument of RMB420,000. The amount of the annual emoluments for Mr. Lai was determined by the Board with reference to his experience, responsibilities and duties as well as the prevailing market conditions.

**Mr. Yu Ming Yang**, aged 46, was appointed as an independent non-executive Director in October 2006. Mr. Yu obtained his doctorate in economics from Fudan University in 1996 and has been a professor of Shanghai Jiaotong University since September 2005. Mr. Yu is currently an independent non-executive director of Carpenter Tan Holdings Limited (stock code: 00837) whose shares are listed on the Stock Exchange. Save as disclosed herein, Mr. Yu does not hold any directorship in other listed public companies in the last three years and he has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Yu is the member of audit committee, remuneration committee and nomination committee of the Company.

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

The Company has entered into a letter of appointment with Mr. Yu and his appointment is subject to retirement by rotation and re-election in accordance with the Articles of Association with an annual emoluments of HK\$100,000. The amount of the annual emoluments for Mr. Yu was determined by the Board with reference to his experience, responsibilities and duties as well as the prevailing market conditions.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF CONVENING ANNUAL GENERAL MEETING

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### NOBLE JEWELRY HOLDINGS LIMITED 億 鑽 珠 寶 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 00475)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of Noble Jewelry Holdings Limited (“Company”) will be held at Unit 2403, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 27 August 2010 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 March 2010.
2. To re-elect Directors, namely Mr. Tang Chee Kwong and Mr. Lai Wang as executive Directors, Mr. Chan Cheong Tat and Mr. Yu Ming Yang as independent non-executive Directors. To authorize the board of Directors of the Company to fix their remuneration.
3. To re-appoint BDO Limited as auditor and authorise the board of Directors of the Company to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF CONVENING ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company and any securities which are convertible into Shares; or
  - (iii) exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) 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 at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional

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## NOTICE OF CONVENING ANNUAL GENERAL MEETING

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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 applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares and outstanding warrants, if any, of the Company (“Warrant”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares and Warrants may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Share and Warrants which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed (i) 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution; (ii) 10% of the Warrants at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution 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 earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”



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## NOTICE OF CONVENING ANNUAL GENERAL MEETING

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- (C) “**THAT** conditional upon the passing of Resolutions 4(A) and 4(B) as set out in the notice of convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares of the Company pursuant to Resolution 4(A) as set out in the notice of convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the authority granted pursuant to Resolution 4(B) as set out in the notice of convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board  
**Sin Lap Poon**  
*Company Secretary*

Hong Kong, 30 July 2010

*Head Office and Principal Place of Business in Hong Kong:*

Unit 306–307, 3rd Floor  
Lippo Sun Plaza  
28 Canton Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 25 August 2010 to Friday, 27 August 2010, both days inclusive, during which period no share transfers will be registered. In order to qualify for attending and voting at the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, TRICOR INVESTOR SERVICES LIMITED at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 24 August 2010.
2. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

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## NOTICE OF CONVENING ANNUAL GENERAL MEETING

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4. The instrument appointing a proxy and (if required by the board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, TRICOR INVESTOR SERVICES LIMITED at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. An explanatory statement containing further details regarding the Resolution no. 4(B) above is set out in Appendix I to the circular of the Company dated 30 July 2010.