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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 2010 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, Kowloon, Hong Kong on 1 June 2010 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.

30 April 2010

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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

*Head office and principal place
of business:*

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

Non-executive Directors:

Tan Willie
Lu Chin Chu

Independent Non-executive Directors:

Chan Henry
Cheung Siu Kee
Seing Nea Yie

30 April 2010

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 4 June 2009, 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 4 June 2009;
- (b) repurchase shares not exceeding 10% of the aggregate nominal value of the shares in issue as at 4 June 2009; 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 2010 Annual General Meeting, unless renewed at that meeting.

Resolutions will therefore be proposed at the 2010 Annual General Meeting of the Company (“2010 Annual General Meeting”) to be held at **The Domain, 3/F, Tower A, Manulife Financial Centre, 223–231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on 1 June 2010 (Tuesday) at 3:00 p.m.**

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 2010 Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 198,513,200 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 2011.

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 2010 Annual General Meeting are Mr. Tan Henry, Mr. Tan Cho Lung, Raymond, Mr. Cheung Siu Kee, Mr. Seing Nea Yie. 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 2010 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 2009 and the Directors’ and auditors’ reports thereon are despatched to shareholders together with this circular.

A form of proxy for use at the 2010 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**

LETTER FROM THE CHAIRMAN

Limited at Rooms 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the 2010 Annual General Meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2010 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 2010 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 23 April 2010, being the latest practicable date prior to the printing of this circular ("Latest Practicable Date"), the issued share capital of the Company comprised 99,256,600 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 2010 Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 99,256,600 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 2011.

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 2009) 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, Capital Glory Limited, a company beneficially owned by Helmsley Enterprises Limited which is itself held by a number of trusts (details of which are disclosed in the Prospectus of the Company dated 30 June 2004), was the beneficial owner of 614,250,000 shares representing approximately 61.89% of 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 68.76%. 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>
2009		
April	0.4750	0.3600
May	0.6200	0.4050
June	0.6500	0.4800
July	0.7600	0.4900
August	0.9500	0.6400
September	0.8400	0.6900
October	0.7700	0.7000
November	0.8000	0.7200
December	0.9200	0.7000
2010		
January	0.9700	0.7500
February	0.9500	0.7900
March	0.9400	0.8500
April (1 April 2010 to 23 April 2010)	1.2600	0.8900

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Tan Henry, BBS, JP, aged 56, is the Chief Executive Officer and President of the Group and son of Dr Tan Siu Lin, Chairman of the Group and brother of Mr. Tan Sunny, Mr. Tan Willie and Mr. Tan Cho Lung, Raymond, Directors of the Company. Mr. Tan is also a member of the Remuneration Committee and the Bank Facility Committee. He joined the Group in January 1985 and has over 25 years of experience in apparel and logistics industries. Mr. Tan is also an independent non-executive director of Kingboard Chemical Holdings Limited. He also acts as committee member of the Chinese People's Political Consultative Conference in Fujian, China (中國人民政治協商會議福建省委員會委員) and the member of Standing Committee of the Chinese People's Political Consultative Conference in Qingyuan City of Guangdong Province (廣東省清遠市政協常委). Mr. Tan also acts as the executive vice chairman of China Council for the Promotion of Peaceful National Reunification of Hong Kong Region (香港地區中國和平統一促進會常務副會長), vice president of Overseas Chinese Economic and Cultural Foundation of China (中國華僑經濟文化基金會副理事長), member of Garment Advisory Committee of Hong Kong Trade Development Council (香港貿易發展局成衣業諮詢委員會委員) and the council member of Huaqiao University. Mr. Tan is the past Chairman of Po Leung Kuk, an authorised charity organisation in Hong Kong. Mr. Tan obtained his Master's degree in Business Administration and Bachelor's degree in Business Administration from the University of Guam.

As at the Latest Practicable Date, Mr. Tan held an option to subscribe for 450,000 shares of the Company and had corporate interests of a total of 680,743,000 shares held by Capital Glory Limited and Tan Family Trust of 2004 in the issued share capital of the Company. Such interests are required to notify the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance.

Mr. Tan had entered into a service agreement with the Company for an initial fixed period of 3 years commencing 27 June 2007, and thereafter shall continue subject to termination by either the Company or Mr. Tan giving 3 months' notice in writing to the other party. Under the service agreement, the remuneration payable to Mr. Tan shall be a fixed monthly salary of HK\$198,000, 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 listed companies in the past three years.

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.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Tan Cho Lung, Raymond, aged 48, is the President of Luen Thai International Group Limited and son of Dr Tan Siu Lin, Chairman of the Group and brother of Mr. Tan Sunny, Mr. Tan Henry and Mr. Tan Willie, Directors of the Company. Mr. Tan joined the Group in 1989 and has over 20 years of experience in the industry. Mr. Tan was the recipient of Young Industrialist Award of Hong Kong and the DHL/SCMP Owner-Operator award for 2003. Mr. Tan graduated with a Bachelor's degree in Business Administration from the University of Guam.

As at the Latest Practicable Date, Mr. Tan held an option to subscribe for 300,000 shares of the Company and had family interests of 1,250,000 shares of the Company, and had corporate interests of a total of 66,493,000 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 had entered into a service agreement with the Company for an initial fixed period of 3 years commencing 27 June 2007, and thereafter shall continue subject to termination by either the Company or Mr. Tan giving 3 months' notice in writing to the other party. Under the service agreement, the remuneration payable to Mr. Tan shall be a fixed monthly salary of HK\$144,000, 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 listed companies in the past three years.

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. CHEUNG Siu Kee, aged 66, is an independent non-executive Director and a member of both the Audit Committee and the Remuneration Committee of the Company. Mr. Cheung joined the Group in 2004. Mr. Cheung has extensive experience in the financial industry. He was the Group Treasurer of Nam Tai Electronic, Inc. from 2004 to 2005. Mr. Cheung had also worked for The Hongkong and Shanghai Banking Corporation Limited in Hong Kong for 37 years when he retired in 2003 as a Senior Executive in the Corporate and Institutional Banking division. Mr. Cheung obtained his Bachelor's degree of Arts from the University of Hong Kong.

Other than disclosed herein, Mr. Cheung has not held any directorships in any other listed companies in the past three years and has not previously held any position with the Company or its subsidiaries. Mr. Cheung does not have any relationships with any

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Cheung has no interest in the issued share capital of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mr. Cheung had entered into a letter of appointment with the Company for a term of 3 years commencing from 14 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. Cheung's attention as its non-executive director.

There is no information relating to Mr. Cheung 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. SEING Nea Yie, aged 62, is an independent non-executive Director and Chairman of both the Audit Committee and the Remuneration Committee of the Company. He joined the Company in 2005. Mr. Seing is the senior partner of both accounting firms Messrs Chan, Seing & Co. and Messrs Chen Yih Kuen & Co. Certified Public Accountants. Mr. Seing has over 35 years of audit experience and is currently holding CPA (Practising) at Hong Kong Institute of Certified Public Accountants. Mr. Seing is an active contributor to the charity activities in the community. He was the Director of Po Leung Kuk, an authorized charity organization in Hong Kong, from 1987 to 1990 and became the Vice Chairman in 1990 and 1991. Mr. Seing was also a member of audit committee of Po Leung Kuk from 1996 to 2000. Currently, Mr. Seing is the honorary president of The Fukienese Association Limited.

Other than disclosed herein, Mr. Seing has not held any directorships in any other listed companies in the past three years and has not previously held any position with the Company or its subsidiaries. Mr. Seing 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. Seing has no interest in the issued share capital of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mr. Seing had entered into a letter of appointment with the Company for a term of 3 years commencing from 28 January 2008, 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. Seing's attention as its non-executive director.

There is no information relating to Mr. Seing 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, Kowloon, Hong Kong on 1 June 2010 (Tuesday) 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 2009;
2. To declare final dividend for the year ended 31 December 2009;
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, 30 April 2010

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 27 May 2010 to 31 May 2010 (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 31 May 2010 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 26 May 2010.

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 2009 Annual Report.