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

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**If you are in any doubt** as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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*Perennial*

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恒都集團有限公司\*

**PERENNIAL INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 725)**

**PROPOSALS INVOLVING  
GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

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A notice convening the annual general meeting of Perennial International Limited to be held at Units 2002-2006, 20th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 29 April 2010 at 11:00 a.m. is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrars of Perennial International Limited in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

\* *For identification purposes only*

18 March 2010

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
 <b>LETTER FROM THE BOARD</b>	
Introduction .....	2
Proposed General Mandates to Issue and Repurchase Shares .....	3
Re-election of Directors .....	4
Annual General Meeting .....	4
Recommendation .....	5
General .....	5
 <b>APPENDIX I – EXPLANATORY STATEMENT                   FOR THE REPURCHASE MANDATE</b> .....	6
 <b>APPENDIX II – DETAILS OF DIRECTORS STANDING                   FOR RE-ELECTION</b> .....	9
 <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	11

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 2002-2006, 20th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 29 April 2010 at 11:00 a.m.
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Perennial International Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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”	11 March 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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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*Perennial*  
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恒都集團有限公司\*

**PERENNIAL INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 725)**

*Directors:*

Mr. Mon Chung Hung  
*(Chief Executive Officer and Deputy Chairman)*  
Ms. Li Man Wai  
Mr. Siu Yuk Shing, Marco  
Ms. Mon Wai Ki, Vicky  
Ms. Mon Tiffany  
Ms. Koo Di An, Louise<sup>#</sup> *(Chairman)*  
Mr. Lau Chun Kay<sup>^</sup>  
Mr. Cheng Kwok Kit, Edwin<sup>^</sup>  
Mr. Ma Chun Hon, Richard<sup>^</sup>

<sup>#</sup> *Non-executive Director*

<sup>^</sup> *Independent non-executive Directors*

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*

Units 2002-2006, 20/F  
Greenfield Tower  
Concordia Plaza  
1 Science Museum Road  
Tsimshatsui, Kowloon  
Hong Kong

18 March 2010

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval by the Shareholders:

- (i) granting of general mandates to Directors to issue and make on-market repurchases of Shares; and

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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- (ii) re-election of Directors.

The notice of the Annual General Meeting is set out on pages 11 to 14 of this circular.

### **PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the Annual General Meeting, resolutions will be proposed to seek the approval of the Shareholders to:

- (i) grant to the Directors a general mandate to allot, issue and deal with unissued Shares up to a maximum of 20% of the issued share capital of the Company as at the date of the passing of the ordinary resolution (the “Issue Mandate”);
- (ii) grant to the Directors a general mandate to make on-market repurchases of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the ordinary resolution (the “Repurchase Mandate”); and
- (iii) extend the Issue Mandate by adding to it an amount representing the aggregate nominal amount of the share capital repurchased by the Company pursuant to the Repurchase Mandate.

Such general mandates will continue in force 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 by its bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying such general mandates.

On the basis of 198,958,000 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Issue Mandate and the Repurchase Mandate are passed at the Annual General Meeting and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to allot and issue a maximum of 39,791,600 Shares under the Issue Mandate and repurchase a maximum of 19,895,800 Shares under the Repurchase Mandate.

An explanatory statement, as required under the Listing Rules, to provide you with the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with bye-law 111 of the Company's bye-laws, Ms. Koo Di An, Louise, Ms. Mon Tiffany and Mr. Lau Chun Kay will retire from office by rotation at the Annual General Meeting. All of them, being eligible, will offer themselves for re-election at the Annual General Meeting. Brief biographical and other details of the Directors offering themselves for re-election are set out in Appendix II to this circular.

Pursuant to paragraph A.4.3 of the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules, any further appointment of an independent non-executive director in excess of nine years should be subject to a separate resolution to be approved by shareholders. Mr. Lau Chun Kay ("Mr. Lau") was appointed as an independent non-executive Director in 1996 and has served on the Board for more than nine years. In accordance with bye-law 111 of the Company's bye-laws, Mr. Lau should retire at the Annual General Meeting. Nevertheless, the Board recommends the Shareholders to vote in favour of the resolution to re-elect Mr. Lau as an independent non-executive Director for a further term of three years because Mr. Lau has the professional qualification, experience and insight in the industry in which the Group is engaged. He is a registered professional engineer and has over 39 years of experience in management and engineering. Mr. Lau has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. There is no evidence that the independence of Mr. Lau, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by his length of service to the Company. The Board is confident that Mr. Lau will continue to make valuable contribution to the Company by providing his balanced and objective views to the Board. Mr. Lau has also provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board therefore comes to the view that Mr. Lau should be re-elected for a further term at the Annual General Meeting.

### ANNUAL GENERAL MEETING

Set out on pages 11 to 14 of this circular is the notice of the Annual General Meeting to be held on 29 April 2010. A form of proxy for use in connection with the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrars in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the Annual General Meeting shall be taken by poll.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board believes that the proposals described in this circular in relation to the granting of general mandates to Directors to issue and make on-market repurchases of Shares, and re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

### GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
By order of the Board  
**Koo Di An, Louise**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide Shareholders with all the relevant information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate.

### **1. Provisions of the Listing Rules relating to the Repurchase of Shares**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below. The Company is empowered by its memorandum of association and bye-laws to repurchase its own shares.

Repurchase must be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for the purpose and in accordance with the memorandum of association and bye-laws of the Company and the Companies Act 1981 of Bermuda (the "Companies Act"). Under the Companies Act, a company may only repurchase its shares out of capital paid up on the shares to be repurchased or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. According to the Companies Act, any amount of premium payable on a repurchase over the par value of the Shares may only be effected out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

Such repurchase may only be made if, on the date on which the repurchase is to be effected, there are no reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

### **2. Share Capital**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$19,895,800.00 divided into 198,958,000 ordinary shares of HK\$0.10 each.

Subject to the passing of the ordinary resolution approving the grant of the Repurchase Mandate, and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 19,895,800 Shares. However, if the total number of Shares held by the connected persons of the Company remains unchanged and no new Shares are issued by the Company after the Annual General Meeting, the maximum number of Shares which may be repurchased under the Repurchase Mandate in order to maintain not less than 25% of the issued share capital of the Company in public hands will be 1,376,666.

### **3. Reasons for Repurchase**

The Directors have no present intention to repurchase any Shares but believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding

arrangement at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

#### **4. Funding of Repurchase**

Pursuant to the Repurchase Mandate, repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose and in accordance with the memorandum of association and bye-laws of the Company and the laws of Bermuda.

An exercise of the Repurchase Mandate in full at any time during the proposed repurchase period could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2009, being the date of its latest audited accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### **5. Share Prices**

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

	<b>Highest Traded Price <i>HK\$</i></b>	<b>Lowest Traded Price <i>HK\$</i></b>
<b>2009</b>		
March	0.48	0.39
April	0.60	0.45
May	0.60	0.45
June	0.73	0.46
July	0.67	0.50
August	0.77	0.59
September	0.65	0.60
October	0.67	0.58
November	0.70	0.64
December	0.76	0.66
<b>2010</b>		
January	0.73	0.64
February	0.68	0.67
March (up to the Latest Practicable Date)	1.05	0.66

**6. Undertaking**

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and the Company's memorandum of association and bye-laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have a present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected person of the Company had notified the Company that he has a present intention to sell any Shares held by him to the Company nor has such connected person undertaken not to sell any of the Shares held by him to the Company in the event that the Repurchase Mandate is granted.

**7. Takeovers Code and Minimum Public Holding**

If, on the exercise of the powers 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 for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Mon Chung Hung, together with parties acting in concert with him, were beneficially interested in 145,398,000 Shares. Exercise in full of the Repurchase Mandate could result in an increase in the shareholding of Mr. Mon Chung Hung, together with parties acting in concert with him, from approximately 73.08% to 81.20%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the amount of Shares held by the public to less than 25% of the total issued share capital of the Company. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25%.

**8. Repurchase of Shares made by the Company**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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The following are the particulars of the Directors who will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting:

**Ms. Koo Di An, Louise** (“Ms. Koo”), aged 58, is the Chairman and a Non-executive Director of the Company. In addition, she is also the Chairman of the Compliance Committee and a member of the Audit, Remuneration and Nomination Committees of the Company. Apart from that, Ms. Koo also holds a number of directorships in other members of the Group and was also the Chairman (2005-2006) of Po Leung Kuk and a council of Sowers Action. Save as disclosed above, Ms. Koo does not hold any other directorship in listed public companies in the past three years.

Ms. Koo is the wife of Mr. Mon Chung Hung and the mother of Ms. Mon Wai Ki, Vicky and Ms. Mon Tiffany, all of whom are Executive Directors of the Company. Save as disclosed above, Ms. Koo does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Koo had an interest in 145,398,000 Shares within the meaning of Part XV of the SFO, all of which were attributable to her by virtue of her husband’s interest therein.

Ms. Koo has a service contract with the Company and the director’s emoluments specified in her service contract are (i) a fixed salary of HK\$1,320,000.00 per annum; (ii) pension scheme contribution of HK\$12,000.00 per annum; and (iii) a guaranteed annual bonus equivalent to one per cent (1%) of the net profit of the Group for the immediate preceding year as adjusted by the revaluation of the fixed assets of the Group (if any) and the depreciation and related costs of the pleasure boat owned by the Group. Ms. Koo’s emoluments were determined with reference to her duties and responsibilities with the Company, the Company’s current standards for emoluments and the market conditions. Ms. Koo will be subject to retirement by rotation and re-election at the Company’s annual general meetings at least once every three years in accordance with the bye-laws of the Company.

**Ms. Mon Tiffany** (“Ms. Mon”), aged 29, is an Executive Director and a member of the Compliance Committee of the Company. She holds a bachelor’s double major degree in Economics and Management from the University of Sydney, Australia. She joined the Group in 2002. As the Marketing Communications Manager of the Group, she co-ordinates marketing strategies and is also responsible for the computer department. She is also a director of a subsidiary of the Company. Save as disclosed above, Ms. Mon does not hold any other position within the Group nor does she hold any other directorship in listed public companies in the past three years.

Ms. Mon is the daughter of Mr. Mon Chung Hung, an Executive Director, the Chief Executive Officer and the Deputy Chairman of the Company, and Ms. Koo Di An, Louise, a Non-executive Director and the Chairman of the Company. She is also the younger sister of Ms. Mon Wai Ki, Vicky, another Executive Director. Save as disclosed above, Ms. Mon does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

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## APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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As at the Latest Practicable Date, Ms. Mon did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Mon has a service contract with the Company and the director's emoluments specified in her service contract are (i) a fixed salary of HK\$396,000.00 per annum; (ii) pension scheme contribution of HK\$12,000.00 per annum; and (iii) a guaranteed annual bonus equivalent to point five per cent (0.5%) of the net profit of the Group for the immediate preceding year as adjusted by the revaluation of the fixed assets of the Group (if any) and the depreciation and related costs of the pleasure boat owned by the Group. Ms. Mon's emoluments were determined with reference to her duties and responsibilities with the Company, the Company's current standards for emoluments and the market conditions. Ms. Mon will be subject to retirement by rotation and re-election at the Company's annual general meetings at least once every three years in accordance with the bye-laws of the Company.

**Mr. Lau Chun Kay** ("Mr. Lau"), aged 61, is an Independent Non-executive Director, the Chairman of the Audit, Remuneration and Nomination Committees and a member of the Compliance Committee of the Company. He joined the Group in 1996. Mr. Lau is a registered professional engineer and holds a master's degree in business administration and a bachelor's degree in electrical engineering from the University of Hong Kong. Mr. Lau is a Life President of the Hong Kong Electrical Contractors Association, and a past President and Advisor of The Federation of Asian and Pacific Electrical Contractors Associations. He is also a member of the Electrical Safety Advisory Committee, and is currently the Executive Secretary of the Hong Kong Federation of Electrical and Mechanical Contractors. He has over 39 years of experience in management and engineering. Save as disclosed above, Mr. Lau does not hold any other position within the Group nor does he hold any other directorship in listed public companies in the past three years. Mr. Lau does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lau had an interest in 138,000 Shares within the meaning of Part XV of the SFO.

Mr. Lau has a service contract with the Company and the director's emolument specified in his service contract is HK\$180,000.00 per annum. Mr. Lau's emolument was determined with reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the market conditions. Mr. Lau will be subject to retirement by rotation and re-election at the Company's annual general meetings at least once every three years in accordance with the bye-laws of the Company.

The Board confirms that save as disclosed above, there is no other information relating to any of Ms. Koo, Ms. Mon and Mr. Lau which needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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*Perennial*

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恒都集團有限公司\*

**PERENNIAL INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 725)**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at Units 2002-2006, 20th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 29 April 2010 at 11:00 a.m. to transact the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2009.
2. To approve and declare a final dividend for the year ended 31 December 2009.
3. To re-elect directors and to authorise the board to fix the directors' remuneration.
4. To re-appoint the auditors and to authorise the board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modification, resolutions no.5, 6 and 7 as ordinary resolutions of the Company:

5. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options for such purpose be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above 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;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under the share option scheme of the Company; or (iii) the allotment and issue of shares upon the exercise of any

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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subscription rights attaching to the subscription warrants of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time, shall not exceed the aggregate of:

- (i) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (ii) subject to the passing of resolution no.7 set out in the notice convening this meeting, the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of that resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of that resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda, to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares, subject to and in accordance with all applicable laws and/or the requirements of The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT**, subject to the passing of resolutions no.5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares pursuant to resolution no.5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no.6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”

By order of the Board  
**Mok Kin Kwan**  
*Company Secretary*

Hong Kong, 18 March 2010

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## NOTICE OF ANNUAL GENERAL MEETING

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*Principal office:*

Units 2002-2006, 20/F  
Greenfield Tower  
Concordia Plaza  
1 Science Museum Road  
Tsimshatsui, Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Annual General Meeting is enclosed. To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority at the Company's branch share registrars in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.
3. The register of members of the Company will be closed from 26 April 2010 to 29 April 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, payable on or before 11 May 2010, to be approved at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrars, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 23 April 2010.