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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 of 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 Golik Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the licensed securities dealer, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**GOLIK HOLDINGS LIMITED**

高力集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1118)**

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

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A notice convening the annual general meeting of Golik Holdings Limited to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 7th June, 2013 at 10:00 a.m. is set out on pages 11 to 15 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, 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 adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish, in which event, the instrument appointing the proxy shall be deemed to be revoked.

\* *For identification purposes only*

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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:*

“2013 AGM”	the annual general meeting of the Company to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 7th June, 2013 at 10:00 a.m.
“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	Golik Holdings Limited, an exempted company incorporated in Bermuda with limited liability, whose issued Shares 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
“Hong Kong”	The Hong Kong Special Administrative Region of The People’s Republic of China
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the 2013 AGM to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate
“Latest Practicable Date”	19th April, 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the 2013 AGM to repurchase Shares on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents
“%”	per cent.



**GOLIK HOLDINGS LIMITED**

高力集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1118)**

*Executive Directors:*

Mr. Pang Tak Chung (*Chairman*)  
Mr. Ho Wai Yu, Sammy (*Vice Chairman*)  
Mr. John Cyril Fletcher

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Yu Kwok Kan, Stephen  
Mr. Chan Yat Yan  
Mr. Lo Yip Tong

*Head Office and*

*Principal Place of Business:*  
Suite 5608, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

25th April, 2013

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with notice of 2013 AGM, and information on matters to be dealt with at the 2013 AGM. They are:

- (a) the proposed re-election of Directors; and
- (b) the proposed granting of the Repurchase Mandate and the Issue Mandate.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

In accordance with bye-laws 87(1) and (2) of the Bye-laws, at each annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Accordingly, Messrs. Ho Wai Yu, Sammy and Yu Kwok Kan, Stephen shall retire from office at the 2013 AGM by rotation and, being eligible, offer themselves for re-election at the 2013 AGM.

The biographical details of Directors proposed for re-election at the 2013 AGM are set out in Appendix I to this circular.

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

At the annual general meeting of the Company held on 8th June, 2012, general mandates were given to the Directors to exercise the power of the Company to repurchase Shares and to issue Shares. Under the terms of the Listing Rules and the relevant resolutions for the general mandates, these general mandates will lapse at the conclusion of the forthcoming 2013 AGM. Accordingly, ordinary resolutions approving the granting of the Repurchase Mandate and the Issue Mandate will be proposed at the 2013 AGM.

- (a) An ordinary resolution will be proposed in respect of the granting of the Repurchase Mandate to the Directors, in the terms set out in the notice of 2013 AGM, to exercise the powers of the Company to repurchase its own Shares on the Stock Exchange at any time during the period ended on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date upon which such authority is revoked or varied at a general meeting of Shareholders; and (iii) the date by which the next annual general meeting of the Company is required to be held by laws or the Bye-laws. The aggregate nominal amount of Shares to be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution.

An explanatory statement providing relevant information in respect of the Repurchase Mandate is set out in Appendix II to this circular.

- (b) At the 2013 AGM, ordinary resolutions will also be proposed to renew the general mandate granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution, and adding to the Issue Mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the Repurchase Mandate.

### 2013 AGM

A notice convening the 2013 AGM of the Company to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 7th June, 2013 at 10:00 a.m. is set out on pages 11 to 15 of this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use at the 2013 AGM is enclosed with this circular. Whether or not a Shareholder intends to be present at the 2013 AGM, he is requested to complete the form of proxy and return it to the office of the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the 2013 AGM or an adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending, and voting in person at the 2013 AGM if they so wish.

Pursuant to Rule 13.39 of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the 2013 AGM will therefore demand a poll for each resolution put to vote of the 2013 AGM in accordance with bye-law 66 of the Bye-laws.

### RECOMMENDATION

The Directors believe that the proposals mentioned above, including the re-election of Directors, the Repurchase Mandate and the Issue Mandate, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all of these resolutions to be proposed at the 2013 AGM.

### GENERAL INFORMATION

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

Yours faithfully,  
For and on behalf of the Board of  
**Golik Holdings Limited**  
**Pang Tak Chung**  
*Chairman*

The following are the particulars of Directors proposed for re-election at the 2013 AGM:

1. **Mr. Ho Wai Yu, Sammy**, aged 57, is the Vice Chairman and Company Secretary of the Company and Finance Director of the Group responsible for finance, accounting, information technology development, legal and corporate matters of the Group. Mr. Ho is a fellow member of Association of Chartered Certified Accountants, an associate member of Hong Kong Institute of Certified Public Accountants, a full member of Chartered Management Institute in the United Kingdom, a full member of Hong Kong Computer Society and a founder and permanent honorable president of IT Accountants Association. He has over 32 years' experience in finance, accounting, computing, investment and project development. Mr. Ho joined Golik Metal Industrial Company Limited in 1994. Mr. Ho did not hold any directorship in other listed company in the last three years.

As at the Latest Practicable Date, Mr. Ho has a personal interest of 2,000 Shares within the meaning of Part XV of the SFO.

Mr. Ho has entered into a service contract with the Company for a term of three years and is subject to the requirements of the relevant Bye-laws relating to the rotation and re-election of Directors. His remuneration package comprises monthly salary, discretionary bonus and other benefits which were determined with reference to his duties and responsibility with the Company, the Group's performance and current market situation. For the financial year ended 31st December, 2012, Mr. Ho received a total emolument amounted HK\$4,233,120.

Save as mentioned above, Mr. Ho does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Other than the matters disclosed above, there is no other matter that needs to be brought to the attention of Shareholders.

2. **Mr. Yu Kwok Kan, Stephen**, aged 57, has been appointed as an Independent Non-executive Director of the Company since 1997 and is a member of the Audit Committee and Remuneration Committee of the Company. Mr. Yu is the principal of Stephen K K Yu & Co., Certified Practising Accountants in Australia. He holds a Bachelor of Commerce Degree from the University of New South Wales. He has over 32 years' advisory experience on taxation in Australia, Hong Kong and the PRC. Mr. Yu did not hold any directorship in other listed company in the last three years.

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.

Mr. Yu has entered into a service contract with the Company for a term of 3 years and is subject to the requirements of the relevant Bye-laws relating to the rotation and re-election of Directors. Mr. Yu received emoluments of HK\$146,500 for the year ended 31st December, 2012 which was determined with reference to the remuneration benchmark in the market for independent non-executive directors of other companies listed on the Stock Exchange.

Mr. Yu has served on the Board for more than 9 years. The Company has received an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Yu is independent from the management and does not involve in any business that would interfere with the exercise of his independent judgment. Therefore, the Board considers that Mr. Yu continues to be independent and believes that he should be re-elected in view of his extensive experience and valuable contribution to the Board.

Save as disclosed above, Mr. Yu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. Other than the matters disclosed above, there is no other matter that needs to be brought to the attention of Shareholders.

Save as disclosed above, there is no other matter that needs to be brought to the attention of Shareholders in relation to the re-election of Directors and there is no other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to Shareholders with regard to the Repurchase Mandate.

## **1. THE LISTING RULES**

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their shares on the Stock Exchange, the following is a summary of certain provisions of the Listing Rules relating to repurchase of securities:

### **(a) Shareholders' Approval**

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or specific approval of a particular transaction.

### **(b) Source of Funds**

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-laws and the laws of Bermuda. A company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any repurchases by the Company may be made out of the capital paid up on the repurchased shares 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 such purpose. Any premium payable on a repurchase over the par value of the shares to be repurchased must be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before shares are redeemed.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda.

On the basis of the Company's current financial position as disclosed in the audited accounts contained in the 2012 annual report of the Company, there may be an adverse impact on the working capital requirements or gearing position (as compared with the position disclosed in the most recent published audited accounts) of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. No repurchase would be made by the Company to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. SHARE CAPITAL**

As at the Latest Practicable Date, 561,922,500 Shares were in issue and fully paid. Subject to adjustment of any further Share is issued or cancelled on repurchases after the Latest Practicable Date and up to the date of the 2013 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 56,192,250 Shares (representing 10% of the issued share capital of the Company) during the period in which the Repurchase Mandate remains in force.

#### **5. GENERAL**

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

If as a result of any repurchases made 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 the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, may be treated, as a result of share repurchases by the Company, as having obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Pang Tak Chung is deemed under the SFO to be interested in 347,321,208 Shares, representing approximately 61.81% of the issued share capital of the Company. Based on such shareholdings, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interest of Mr. Pang Tak Chung would be increased to approximately 68.68% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code or reduce the issued share capital in public hands to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

No connected persons of the Company, including a Director, chief executive or substantial Shareholder of the Company or its subsidiaries or an associate of any of them have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

## 6. SHARE PRICES

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2012</b>		
April	0.750	0.660
May	0.700	0.600
June	0.670	0.560
July	0.640	0.570
August	0.630	0.550
September	0.690	0.550
October	0.670	0.600
November	0.710	0.600
December	0.810	0.650
<b>2013</b>		
January	0.940	0.760
February	0.900	0.810
March	0.880	0.720
April (up to the Latest Practicable Date)	0.750	0.680

## 7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares, whether on the Stock Exchange or otherwise, in the six months preceding the date of this circular.

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## NOTICE OF ANNUAL GENERAL MEETING

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### GOLIK HOLDINGS LIMITED

高力集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1118)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Golik Holdings Limited (the “Company”) will be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 7th June, 2013 at 10:00 a.m., for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31st December, 2012.
2. To declare a final dividend.
3. (a) To re-elect Mr. Ho Wai Yu, Sammy as Directors.  
(b) To re-elect Mr. Yu Kwok Kan, Stephen as Directors.
4. To authorise the Board of Directors to fix their remuneration.
5. To authorise the Board of Directors to appoint additional Directors and to fix the maximum number of Directors.
6. To re-appoint the Auditor and to authorise the Board of Directors to fix their remuneration.
7. As special business, to consider and, if thought fit, pass with or without amendments 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 (as hereinafter defined) of all the powers of the Company to repurchase its own shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of the shares of the Company to be repurchased by the Directors of 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 share capital of the Company in issue as at the date of passing this resolution and the approval pursuant to paragraph (a) 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 Bye-laws of the Company or any applicable laws to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting.”
8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the shares in the capital of the Company (including making and granting offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter);
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly:
  - (i) a rights issue where shares are offered for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory applicable to the Company);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company and approved by the Stock Exchange;
  - (iii) any issue of shares in the Company upon the exercise of subscription rights or conversion rights attaching to any warrants or any convertible notes of the Company; or
  - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company; 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 Bye-laws of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting.”.
9. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions numbers 7 and 8 being passed, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares in the capital of the Company pursuant to resolution number 8, be and is hereby extended by the addition to the nominal value of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution number 7, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**Ho Wai Yu, Sammy**  
*Company Secretary*

Hong Kong, 25th April, 2013

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business:*

Suite 5608, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, 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 the meeting in person or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of other joint holders.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong 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 shareholders from attending and voting in person at the meeting if they so wish, in which event, the instrument appointing the proxy shall be deemed to be revoked.
4. For the purposes of determining the eligibility of the Company's shareholders to attend and vote at the above meeting, and entitlement to the proposed final dividend for the year ended 31st December, 2012 (the "Final Dividend"), the Company's register of members (the "Register of Members") will be closed. Details of such closures are set out below:

- (i) For determining eligibility to attend and vote at the above meeting:

Latest time to lodge transfers 4:30 p.m. on Tuesday, 4th June, 2013

Closure of Register of Members Wednesday, 5th June, 2013 to  
Friday, 7th June, 2013 (both dates inclusive)

Record date Friday, 7th June, 2013

- (ii) For determining entitlement to the Final Dividend:

Latest time to lodge transfers 4:30 p.m. on Friday, 14th June, 2013

Closure of Register of Members Monday, 17th June, 2013 to  
Wednesday, 19th June, 2013 (both dates inclusive)

Record date Wednesday, 19th June, 2013

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## NOTICE OF ANNUAL GENERAL MEETING

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During the above closure periods, no transfer of shares of the Company will be registered. To be eligible to attend and vote at the above meeting, and to qualify for entitlement to the Final Dividend, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than the aforementioned latest time.

5. Pursuant to Rule 13.39 of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for each resolution put to vote of the meeting in accordance with bye-law 66 of the Company's Bye-laws.
6. The Chinese translation of this notice is for reference only, the English version shall prevail.