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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the above-named Company will be held in Fanling Room, Lower Level I, Kowloon Shangri-La Hotel, 64 Mody Road, Kowloon, Hong Kong on Thursday, 23 April 2009 at 10:30 a.m. (or as soon thereafter as the meeting of certain holders of the ordinary shares of HK\$0.25 each in the capital of the Company convened pursuant to the Order of the Honourable Mr. Justice Barma of the High Court of the Hong Kong Special Administrative Region for the same place and day shall have concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution:

### **SPECIAL RESOLUTION**

**“THAT:**

- (A) the Scheme of Arrangement dated 27 March 2009 (the “Scheme”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the print which has been produced to this Meeting and for the purposes of identification signed by the Chairman of this Meeting, with any modification thereof or addition thereto or condition approved or imposed by the High Court of the Hong Kong Special Administrative Region, be and is hereby approved; and
- (B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
  - (i) the authorised and issued capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
  - (ii) subject to and forthwith upon such reduction of capital taking effect, the authorised capital of the Company be increased to its former amount of HK\$200,000,000 by the creation of such number of new ordinary shares of HK\$0.25 each in the capital of the Company as is equal to the number of the Scheme Shares cancelled; and
  - (iii) the Company shall apply the credit arising in its books of account as a result of such reduction of capital in paying up in full at par the new ordinary shares of HK\$0.25 each in the capital of the Company to be created as aforesaid, which new shares shall be allotted and issued, credited as fully paid, to Rich Promise Limited or as it may direct and the Directors of the Company be and are hereby unconditionally authorised to allot and issue the same accordingly.”

By Order of the Board  
**Yeung Kam Hoi**  
*Company Secretary*

Dated 27 March 2009

*Registered Office:*

11th Floor, Lai Sun Commercial Centre  
680 Cheung Sha Wan Road  
Kowloon  
Hong Kong

**Notes:**

- (i) A member entitled to attend and vote at the above Meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (ii) A white form of proxy for use at the Meeting is enclosed with the composite document of which this Notice forms part.
- (iii) The white form of proxy together with the instrument appointing the proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding of the Meeting or adjourned Meeting or poll (as the case may be) at which the person named in such instrument proposes to vote and in default the form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting or the adjourned Meeting or poll (as the case may be) and, in such event, this form of proxy will be deemed to have been revoked. If you complete and deliver the form of proxy, but do not attend and vote in person at the Meeting or the adjourned Meeting or poll (as the case may be), a vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the revocation of the proxy or the power of attorney or other authority under which the proxy was executed provided no intimation in writing of such revocation shall have been received by the registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong at least 2 hours before the commencement of the Meeting or adjourned Meeting which the proxy is used.
- (iv) Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally 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 personally or by proxy, that one of the holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the executive Directors are Mr. Lam Kin Ming (Chairman and Chief Executive Officer), Ms. Lam Wai Shan, Vanessa (Deputy Chief Executive Officer), Mr. Lam Kin Ngok, Peter, Mr. Lam Kin Hong, Matthew and Ms. Cheng Suet Fei, Sophia; the non-executive Directors are Ms. Lam Suk Ying, Diana and Mr. Tong Ka Wing, Carl; and the independent non-executive Directors are Mr. Wan Yee Hwa, Edward, Mr. Yeung Sui Sang and Mr. Chow Bing Chiu.*