
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Town Health International Holdings Company Limited (the “**Company**”), 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 or transfer was effected for transmission to the purchaser or transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

康健國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8138)

**PLACING OF NEW SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at Shop 1A-1C, Level 1, Hilton Plaza Commercial Centre, 3-9 Shatin Centre Street, Shatin, New Territories, Hong Kong on Thursday, 14 June 2007 at 9:00 a.m. is set out on page 12 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed.

Whether or not you intend to attend and vote at the extraordinary general meeting, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong 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 holding the extraordinary 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 extraordinary general meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at <http://www.townhealth.com>.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	any day (not being Saturdays, Sundays or public holidays) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Town Health International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Shop 1A-1C, Level 1, Hilton Plaza Commercial Centre, 3-9 Shatin Centre Street, Shatin, New Territories, Hong Kong on Thursday, 14 June 2007 to approve, among other matters, the grant of the specific mandate to the Directors for the issue of the Placing Shares
“Fair Investment Account”	Fair China Focus Fund Limited, an Independent Third Party
“First Placing”	the conditional placing of up to 195,000,000 new Shares at a placing price of HK\$0.5412 pursuant to the placing agreement entered into between the Company and the Placing Agent dated 2 May 2007, details of which are contained in the announcement of the Company dated 3 May 2007
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons of the Company in accordance with the GEM Listing Rules

DEFINITIONS

“Invesco Accounts”	Invesco PRC Equity Fund, Invesco Perpetual Hong Kong China Growth Fund, Luxpro Dragon Fund and Invesco Greater China Equity Fund, all of them are Independent Third Parties
“Latest Practicable Date”	25 May 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	the listing sub-committee appointed by GEM for considering applications for listing and the granting of listing
“Option”	the option granted to the Company under the Option Agreement
“Option Agreement”	the conditional option agreement dated 29 March 2007 entered into between Hong Kong Health Check and Laboratory Holdings Company Limited and Top Act Group Limited, a wholly-owned subsidiary of the Company for the grant of the Option, further details of which are contained in the joint announcement of the Company and Hong Kong Health Check and Laboratory Holdings Company Limited dated 11 April 2007, and the circular of the Company dated 2 May 2007
“Placees”	Fair Investment Account and Invesco Accounts, all of them are Independent Third Parties
“Placing”	the placing of the Placing Shares by or on behalf of the Placing Agent to the Placees pursuant to the Placing Agreement
“Placing Agent”	ABN AMRO Bank N.V., Hong Kong Branch, the placing agent under the Placing and an international bank offering a wide range of banking products and financial services on a global basis
“Placing Agreement”	the agreement dated 8 May 2007 and entered into between the Company and the Placing Agent in respect of the Placing
“Placing Price”	the placing price of HK\$0.61 per Placing Share
“Placing Shares”	up to an aggregate of 320,000,000 new Shares to be allotted and issued under the Placing
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

康健國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8138)

Executive Director:

Miss Choi Ka Yee, Crystal
Dr. Cho Kwai Chee
Mr. Cho Kwai Yee
Dr. Fung Yiu Tong, Bennet

Registered office:

Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Non-executive Director:

Dr. Francis Choi Chee Ming *J.P.*

*Head office and principal place of
business in Hong Kong:*

Shop No. 37, Level 3
Hilton Plaza Commercial Centre
3-9 Shatin Centre Street
Shatin, New Territories
Hong Kong

Independent non-executive Directors:

Mr. Chan Kam Chiu
Mr. Wai Kwok Hung *J.P.*
Mr. Ho Kwok Wah, George

29 May 2007

To the Shareholders

Dear Sir or Madam,

PLACING OF NEW SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 8 May 2007 in respect of the Placing of an aggregate of 320,000,000 new Shares to the Placees at the Placing Price of HK\$0.61 per Placing Share. The purpose of this circular is to provide you with (i) details of the Placing; and (ii) the notice of EGM.

LETTER FROM THE BOARD

THE PLACING AGREEMENT

Date : 8 May 2007

Issuer : The Company

Placing Agent : ABN AMRO Bank N.V., Hong Kong Branch, an Independent Third Party

Placees

Pursuant to the terms and conditions of the Placing Agreement, the Placing Shares will be placed to the following Placees which are Independent Third Parties:

1. Fair Investment Account as to 51,200,000 Placing Shares; and
2. Invesco Accounts as to 268,800,000 Placing Shares (*Note*).

Note:

Reference is made to the announcement of the Company dated 8 May 2007 in which it was mentioned that the Placing Shares were placed to Fair Investment Management Limited and Invesco Hong Kong Limited. It was subsequently informed to the Company that the Placing Shares will be placed with Fair Investment Account and Invesco Accounts, for which Fair Investment Management Limited and Invesco Hong Kong Limited are the investment manager and investment advisor of the Fair Investment Account and the Invesco Accounts respectively.

Placing Shares

The Placing Shares will be allotted and issued to the Placees and represent, in aggregate, (i) approximately 6.08% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 5.73% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

The Placing Shares will rank *pari passu* in all respects with the Shares in issue at the date of allotment and in particular will rank in full for all dividends and other distributions declared made or paid at any time after the date of the Placing Agreement.

Placing Price

The Placing Price of HK\$0.61 per Placing Share represents (i) a discount of approximately 15.98% to the average closing price of approximately HK\$0.726 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including 7 May 2007, being the last trading day immediately before the date of the Placing Agreement; (ii) a discount of approximately 28.24% to the closing price of HK\$0.85 per Share as quoted on the Stock Exchange on 7 May 2007, being the last trading day immediately before the date of the Placing Agreement; and (iii) a discount of approximately 25.61% to the closing price of HK\$0.82 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

LETTER FROM THE BOARD

The net Placing Price is approximately HK\$0.597 per Placing Share.

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the closing prices as shown above. The Directors consider that the Placing Price and the terms and conditions of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Placing expenses

The Company will pay the Placing Agent a placing commission of 1.75% of the aggregate Placing Price of the Placing Shares. The Company will also pay all brokerage, transaction levy imposed by the Securities and Futures Commission and the Stock Exchange trading fee as may be payable by the Placees and the Placing Agent in respect of the subscription of the Placing Shares.

Specific mandate to issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the specific mandate sought to be granted to the Directors at the EGM.

Conditions of the Placing

The Placing is conditional upon, among others, the following conditions:

- (a) the Listing Committee of the Stock Exchange granting listing of and permission to deal in all of the Placing Shares;
- (b) the Company obtaining the consent of the Shareholders at the EGM for the allotment and issue of the Placing Shares at the Placing Price in accordance with all legal and regulatory requirements;
- (c) dealings in the Shares on the Stock Exchange resuming no later than Thursday, 10 May 2007 and, subsequent thereto, listing of or dealings in any of the Shares on the Stock Exchange not having been suspended at any time prior to completion of the Placing;
- (d) no restrictions being imposed by any relevant regulatory body on the Placing Agent subscribing for any Placing Shares as contemplated in the Placing Agreement;
- (e) there not having come to the attention of the Placing Agent at any time prior to completion of the Placing (i) any breach of, or any event rendering untrue or incorrect in any respect, any of the representations, warranties or undertakings referred to the Placing Agreement or (ii) any breach of, or failure to perform, any of the other obligations of the Company which are required to be performed at or before completion of the Placing;

LETTER FROM THE BOARD

- (f) there not having occurred and come to the attention of the Placing Agent at any time prior to completion of the Placing (i) any suspension or limitation of trading in securities generally on the Stock Exchange, the London Stock Exchange or the New York Stock Exchange or the establishment of minimum prices on the Stock Exchange, the London Stock Exchange or the New York Stock Exchange or (ii) the declaration of a banking moratorium in Hong Kong, the United Kingdom or by Federal or New York State authorities in the United States or (iii) any change in local or international financial, political, military, economic or market (including stock market) conditions or currency exchange rates or exchange controls including, without limitation, any outbreak or escalation of hostilities, declaration by the United Kingdom or United States of a national emergency or war or other calamity or crisis or (iv) any adverse announcement, determination or ruling of any governmental or other regulatory body (including delay in approval of the announcement relating to the Placing or any other relevant announcement by any relevant stock exchange), which (or the effect of which) would (in any case mentioned in (ii), (iii) or (iv) above), in the sole judgment of the Placing Agent, make it impracticable or inadvisable to proceed with the Placing; and
- (g) there not having occurred (i) any event, or series of events, beyond the reasonable control of the Placing Agent (including, without limitation, acts of government, strikes, labour disputes, lock-outs, fire, explosion, flooding, civil commotion, economic sanctions, epidemic, terrorism and acts of God) or (ii) any material adverse change, or development (including, without limitation, the introduction of any new law or regulation or change in existing laws or regulations (or the judicial interpretation thereof) or any other similar event) (whether or not permanent) involving a prospective material adverse change, in the condition, financial or otherwise, or in the earnings, business affairs or business prospects of the Company or the Group as a whole, whether or not arising in the ordinary course of business, which, in the sole judgment of the Placing Agent, make it impracticable or inadvisable to proceed with the Placing.

In the event that the conditions of the Placing shall have not been fulfilled or waived by the Placing Agent within 39 days of the date of the Placing Agreement (or such other period as the Placing Agent may agree), the Placing Agreement and the obligations of the Placing Agent thereunder shall cease and terminate and no party shall be under any liability to any other for costs, damages, charges, compensations or otherwise under the Placing Agreement save for (i) in relation to obligations, agreements and liabilities arising prior to such termination; (ii) the Company shall remain liable for all costs and expenses already incurred or to be incurred in consequence of such termination; and (iii) indemnities granted by the Company shall remain in full force and effect.

Completion of the Placing

Completion of the Placing will take place at 10:00 a.m. on the day which is two Business Days after the satisfaction of the conditions set out above (or such other time or date as the Company and the Placing Agent shall agree).

LETTER FROM THE BOARD

Moratorium

The Company undertakes to the Placing Agent that (except for (a) the Placing Shares to be allotted and issued under the Placing Agreement and (b) the Shares to be allotted and issued under the First Placing and (c) any Shares or other securities or rights issued or granted to Shareholders by way of bonus or under any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company or the exercise of all existing and future employee share options granted by the Company from time to time and Shares issued under any employee share award scheme of the Company from time to time or on the exercise of any other rights existing at the date of the Placing Agreement and (d) further options granted under existing share schemes) from the date of the Placing Agreement and on and prior to the date being three months after the date of the Placing Agreement, it will not (without the prior written consent of the Placing Agent) (i) allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for any Shares or interest in Shares or (ii) agree (conditionally or unconditionally) to enter into or effect any such transaction described in (i) above or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above.

Application for listing

Application will be made by the Company to the Listing Committee of GEM for the listing of, and permission to deal in, all the Placing Shares.

Reasons for the Placing

The Group is principally engaged in (1) the provision of healthcare and dental services; (2) sale of healthcare and pharmaceutical products; and (3) investment in a number of companies in the healthcare industry.

The Board considers that the Placing represents an opportunity to raise capital for the Group while broadening its shareholder and capital base.

Use of proceeds

The gross proceeds of the Placing will amount to approximately HK\$195.2 million. The net proceeds receivable by the Company, after deducting the placing commission and all costs, fees and expenses to be borne by the Company, are estimated to be approximately HK\$191 million. It is expected that the net proceeds will be applied towards the subscription for the convertible bonds to be issued by Hong Kong Health Check and Laboratory Holdings Company Limited upon exercise of the Option.

As the grant of the Option under the Option Agreement is subject to the fulfillment of several conditions, the Option Agreement may or may not be completed. As at the Latest Practicable Date, the Option Agreement has not been completed yet. In the event that the Option Agreement would not be completed or the Option is not exercised by the Group, the Company will make further announcement(s) and the proceeds will be applied towards the general working capital of the Group.

The Directors consider that the Placing Agreement is entered into under normal commercial terms following arm's length negotiations between the Company and the Placing Agent and that the terms of the Placing Agreement are fair and reasonable so far as the interests of the Company and the Shareholders as a whole are concerned.

LETTER FROM THE BOARD

FUND RAISING EXERCISE BY THE COMPANY IN THE PAST TWELVE MONTHS

The following fund raising activity has been carried out by the Company in the twelve months immediately prior to the Latest Practicable Date other than the Placing:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
3 May 2007	First Placing	About HK\$102 million	Subscription for the convertible bonds to be issued by Hong Kong Health Check and Laboratory Holdings Company Limited upon exercise of the Option	The proceeds are yet to be utilised as at the Latest Practicable Date

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

The changes in the shareholding structure of the Company as a result of the Placing are as follows:

Shareholders	Issued share capital as at the Latest Practicable Date		Issued share capital immediately after completion of the Placing	
	<i>No. of Shares</i>	<i>Approximate Percentage</i>	<i>No. of Shares</i>	<i>Approximate Percentage</i>
Broad Idea International Limited (Note)	2,615,027,451	49.65%	2,615,027,451	46.81%
Public Shareholders				
Fair Investment Account	–	–	51,200,000	0.92%
Invesco Accounts				
Invesco PRC Equity Fund	–	–	183,040,000	3.27%
Invesco Perpetual Hong Kong China Growth Fund			32,000,000	0.57%
Luxpro Dragon Fund			5,888,000	0.11%
Invesco Greater China Equity Fund			47,872,000	0.86%
Other public Shareholders	<u>2,651,954,457</u>	<u>50.35%</u>	<u>2,651,954,457</u>	<u>47.46%</u>
Total	<u><u>5,266,981,908</u></u>	<u><u>100.00%</u></u>	<u><u>5,586,981,908</u></u>	<u><u>100.00%</u></u>

LETTER FROM THE BOARD

Note:

Broad Idea International Limited is beneficially owned as to 50.1% by Dr. Cho Kwai Chee and as to 49.9% by Dr. Francis Choi Chee Ming *J.P.*

RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (2) there are no other matters the omission of which would make any statement in this circular misleading; and
- (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

EGM

Set out on page 12 of this circular is a notice convening the EGM to consider and, if thought fit, to approve the grant of the specific mandate for the allotment and issue of the Placing Shares pursuant to the Placing Agreement. A form of proxy for use at the EGM is enclosed herewith.

Whether or not you intend to attend and vote at such meeting, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

PROCEDURES FOR DEMANDING A POLL

Pursuant to article 80 of the articles of association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the designated stock exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (i) the chairman of the meeting; or

LETTER FROM THE BOARD

- (ii) at least five members present in person or by proxy and entitled to vote or who represent in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (iii) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (iv) if required by the rules of the designated stock exchange, the chairman of the meeting and/or any Director holding the proxies shall demand a poll, if such aggregate proxies held individually or collectively by (i) the chairman of a particular meeting, and/or (ii) the Directors, account for five (5) per cent or more of the total voting rights at that meeting, and if on a show of hands in respect of any resolution, the meeting votes in the opposition manner to that instructed in those proxies.

Unless a poll is so demanded and not withdrawn, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Placing is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the ordinary resolution approving the Placing at the EGM.

By order of the Board
Town Health International Holdings Company Limited
Choi Ka Yee, Crystal
Chairman



TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

康健國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8138)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Town Health International Holdings Company Limited (the “**Company**”) will be held at Shop 1A-1C, Level 1, Hilton Plaza Commercial Centre, 3-9 Shatin Centre Street, Shatin, New Territories, Hong Kong on Thursday, 14 June 2007 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the placing agreement (the “**Placing Agreement**”) dated 8 May 2007 and entered into between the Company as issuer and ABN AMRO Bank N.V., Hong Kong Branch as placing agent in relation to the placing of up to an aggregate of 320,000,000 new shares (the “**Placing Shares**”) of HK\$0.01 each in the share capital of the Company at a placing price of HK\$0.61 per Placing Share, a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares, the allotment and issue of the Placing Shares to the relevant places pursuant to the Placing Agreement be and is hereby approved; and
- (c) any one director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Placing Agreement and the transactions contemplated thereunder.”

By order of the Board

Town Health International Holdings Company Limited

Choi Ka Yee, Crystal

Chairman

Hong Kong, 29 May 2007

NOTICE OF EGM

Registered office:

Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Head office and principal place of

business in Hong Kong:
Shop No. 37, Level 3
Hilton Plaza Commercial Centre
3-9 Shatin Centre Street
Shatin, New Territories
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.