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## IMPORTANT

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

**If you have sold or transferred** all your shares in Tungda Innovative Lighting Holdings Limited you should at once hand this circular, together with the form of proxy, to the purchaser or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors ("Directors") of Tungda Innovative Lighting Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) 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.

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## TUNGDA INNOVATIVE LIGHTING HOLDINGS LIMITED 東大新材料照明控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8229)**

### PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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The notice convening the annual general meeting ("AGM") of the Company to be held at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 4th August, 2009 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 AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

*This circular will remain on the website of The Growth Enterprise Market of the Stock Exchange ("GEM") at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.tungdalighting.hk](http://www.tungdalighting.hk).*

\* For identification purposes only

26th June, 2009

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meaning:*

“2009 Annual Report”	the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 31st March, 2009;
“AGM”	the annual general meeting of the Company to be held at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 4th August, 2009 at 10:00 a.m. at which, among other matters, the 2009 Annual Report will be adopted;
“Articles of Association”	the existing articles of association of the Company adopted on 8 July, 2002 and as amended;
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Tungda Innovative Lighting Holdings Limited, a company incorporated in the Cayman Islands and whose shares are listed on GEM;
“Directors”	directors of the Company;
“Eligible Participants”	any employee (whether full time or part time) including the directors, consultants or adviser of the Company or any subsidiary of the Company;
“Existing Share Option”	the existing share option scheme of the Company pursuant to the ordinary resolution passed by the sole Shareholder on 12th July, 2002;
“GEM”	The Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities of GEM;
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate;

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## DEFINITIONS

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“Latest Practicable Date”	25th June, 2009, being the latest practicable date prior to the printing of this circular;
“Repurchase Code”	Hong Kong Code on Share Repurchases;
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of issued share capital of the Company as at the date of the resolution approving the Repurchase Mandate;
“Shareholders”	holders of Shares;
“Share(s)”	ordinary shares of par value of HK\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeover Code”	the Code on Takeovers and Mergers approved by the Commission as amended from time to time.

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## LETTER FROM THE CHAIRMAN

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# TUNGDA INNOVATIVE LIGHTING HOLDINGS LIMITED 東大新材料照明控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8229)**

*Directors:*

Mr. Chu Chien Tung (*Chairman*)

Mr. Chu Chick Kei

Mr. Chu Sen Hei

Dr. Fung Shiu Lun, Anthony<sup>#</sup>

Mr. Zhu Lei Bo<sup>##</sup>

Mr. Hong Yong Hwan<sup>##</sup>

*Registered Office:*

Century Yard

Cricket Square

Hutchins Drive

P. O. Box 2681GT

George Town

Grand Cayman

British West Indies

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

<sup>##</sup> *Independent Non-Executive Directors*

*Head Office and Principal*

*Place of Business:*

Room 1903A, 19th Floor

Nanyang Plaza

57 Hung To Road

Kwun Tong, Kowloon

Hong Kong

26th June, 2009

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTOR**

### **INTRODUCTION**

It is proposed that at the AGM of the Company for the year ended 31st March, 2009, resolutions will be proposed to, among other matters, re-elect Directors, grant to the Directors general mandates to issue and repurchase Shares and the extension general mandate to issue Shares

\* *For identification purposes only*

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## LETTER FROM THE CHAIRMAN

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of the Company. This circular also contains the explanatory statement in compliance with the GEM Listing Rules and gives all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions to approve the Company to repurchase and issue its own shares.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the principal place of business of the Company at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of shares that may be repurchased is up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The Repurchase Mandate to repurchase shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

An explanatory statement containing all relevant information relating to the Repurchase Mandate is attached to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### **GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with, otherwise than by way of rights or any 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 in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company. Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue on the date of the resolution approving the shares issue mandate which is equivalent to issue a maximum of 221,120,000 shares, subject to the passing of the resolution in relation to Issue Mandate and on the basis that no shares

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## LETTER FROM THE CHAIRMAN

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are issued or repurchased by the Company prior to the AGM. The Issue Mandate to issue shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

### **RE-ELECTION OF RETIRING DIRECTOR**

In accordance with the articles of association of the Company, Mr. Zhu Lei Bo will retire at the AGM and, being eligible, would offer himself for re-election.

Brief biographical details of the retiring director who is proposed to be re-elected at the AGM is set out in the Appendix to this circular.

### **EXTEND GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed that the Issue Mandate will be extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount will not exceed 10% of the aggregate of the total nominal value of the share capital of the Company in issue on the date of the resolution approving the Issue Mandate.

### **RECOMMENDATION**

The directors consider that the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate are in the best interests of the Company and its Shareholders and therefore recommend you to vote in favour of the resolutions at the forthcoming AGM. The directors will vote all their shareholdings in favour of the resolutions.

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## LETTER FROM THE CHAIRMAN

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### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of the Annual General Meeting be taken by way of poll pursuant to Article 66 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

Yours faithfully,  
**Tungda Innovative Lighting Holdings Limited**  
**Chu Chien Tung**  
*Chairman*



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## **EXPLANATORY STATEMENT**

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*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the forthcoming AGM authorising the Repurchase Mandate.*

### **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 1,105,600,000 Shares in issue as at the Latest Practicable Date, could accordingly result in up to 110,560,000 Shares (representing 10% of the Shares in issue) being repurchased by the Company during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

### **2. REASONS FOR REPURCHASES**

The directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net assets value of the Company and/or earnings per Share.

### **3. GENERAL**

As compared with the financial position of the Company as at 31st March, 2009 (being the date of its latest audited accounts), the directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

### **4. FUNDING OF REPURCHASES**

The Company is empowered by its memorandum and articles of association to purchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of profits or the proceeds of a new issue of shares made for such purpose or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital. The amount of premium payable on repurchase may only be paid out of profits or out of the share premium accounts of the Company or, if so authorised by its articles of association and subject to the provisions of the Companies Law, out of capital. Under the Cayman Islands law, the shares so repurchased will be treated as cancelled but the aggregate amount of authorized share capital will not be reduced so that the shares may be subsequently re-issued.

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## **EXPLANATORY STATEMENT**

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### **5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the directors nor, to the best of the knowledge and belief of the directors having made all reasonable enquiries, any of the associates (as defined in the GEM Listing Rules) of any of the directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

### **6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the GEM Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and the articles of association of the Company.

### **7. EFFECT OF TAKEOVERS CODE**

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Standard Exceed Limited (whose shareholders are Mr. Chu Chien Tung, Mr. Chu Chick Kei and Mr. Chu Siu Chun) who held approximately 50.65% of the Company, Tungda Industrial Limited is interested in the entire issued share capital of Standard Exceed Limited, Mr. Chu Chien Tung and Madam Chan Pik Kam who held approximately 50.65% of the issued share capital of the Company, were the substantial shareholders holding more than 5% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholdings of Standard Exceed Limited, Tungda Industrial Limited, Mr. Chu Chien Tung and Madam Chan Pik Kam in the Company would be increased to approximately 56.28% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. The Company may not purchase Shares on the GEM if that purchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

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## **EXPLANATORY STATEMENT**

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### **8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on GEM or otherwise) since 26th July, 2002 (the date of listing of the Shares on GEM) up to the Latest Practicable Date. Also the Company had not repurchased any of its shares for previous 6 months (i.e. January to June 2009).

### **9. SHARE PRICES**

There is no applicable information for the highest and lowest prices at which the Shares were traded on GEM during each of the past twelve months because of the suspension of trading of Company's securities on and since 29th July, 2004, then pending release of an announcement in relation to price sensitive information and a possible major transaction of the Company. The highest price and lowest price on 28th July, 2004 was HK\$0.180 and HK\$0.179 respectively. Hence, there was no highest price and lowest price since 29th July 2004.

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## APPENDIX

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**Mr. ZHU Lei Bo**, aged 46, is an independent non-executive director of the Company. He was appointed as a director of the Company on 30th September, 2003, Mr. Zhu graduated from Tongji University in the People's Republic of China ("PRC") with a doctoral degree in Engineering. He is also a deputy director of Glass Sub-committee of The Chinese Ceramic Society and fellow of Coating Sub-committee of China Architectural and Industrial Glass Association. Mr. Zhu had been the General Manager of China Luoyang Float Glass Group Company Limited, a company established in the PRC and has extensive experience in production, coordination and technology management. Mr. Zhu is currently a Vice President of China Building Material Industry Association. Mr. Zhu has not entered into a service agreement with the Company. Mr. Zhu has not received and is not entitled to any other directors' emolument for the year ended 31st March, 2009. Mr. Zhu is not related to any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders or controlling shareholders of the Company or any of its subsidiaries or any of their respective associates and does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other matters that needs to be brought to the attention of the holders of securities of the Company in relation to his re-election and there is no other information that is required to be disclosed pursuant to Rules 17.50(2)(h)-(v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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# TUNGDA INNOVATIVE LIGHTING HOLDINGS LIMITED 東大新材料照明控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8229)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of Tungda Innovative Lighting Holdings Limited (the “Company”) will be held at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 4th August, 2009 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 auditors for the year ended 31st March, 2009;
2. To re-elect Mr. Zhu Lei Bo as an independent non-executive director of the Company;
3. To authorize the board of directors (the “Board”) to fix the remuneration of the directors;
4. To re-appoint Messrs. TING HO KWAN & CHAN, CERTIFIED PUBLIC ACCOUNTANTS as auditors of the Company and authorize the Board to fix the remuneration of the auditors;

As special business to consider and, if thought fit, pass the following ordinary resolutions:

### ORDINARY RESOLUTIONS

5. “**THAT:**
  - (a) subject to paragraph (c) of this Resolution and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, and options which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted, or agreed conditionally or unconditionally to be allotted (whether pursuant to the exercise of options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) any share option scheme or similar arrangement of the Company 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; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or
  - (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares; and 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 in paragraph (a) shall be limited accordingly;
- (d) 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 law or by the Company’s Articles of Association or any applicable law to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

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## NOTICE OF ANNUAL GENERAL MEETING

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and “Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or of any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong under the Hong Kong Code on Share Repurchases (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval 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 law or by the Company’s articles of association or any applicable law to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT** conditional upon the passing of Ordinary Resolutions No. 5 and 6 set out in this notice convening this meeting, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 be and is hereby, subject to the requirements of the GEM Listing Rules, increased and extended by the addition thereto of the aggregate nominal amount of the shares capital of the Company repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 6 since the granting of such repurchase mandate, 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  
**Chu Chien Tung**  
*Chairman*

Hong Kong, 26th June, 2009

*Executive directors:*

Mr. Chu Chien Tung  
Mr. Chu Chick Kei  
Mr. Chu Sen Hei

*Non-executive director:*

Dr. Fung Shiu Lun, Anthony

*Independent non-executive directors:*

Mr. Hong Yong Hwan  
Mr. Zhu Lei Bo

*Head Office and Principal Place of Business:*

Room 1903A, 19th Floor  
Nanyang Plaza  
57 Hung To Road  
Kwun Tong, Kowloon  
Hong Kong



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Proxy forms must be deposited with the Company's principal place of business in Hong Kong, at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong, for registration not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting. The completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
2. The register of members of the Company will be closed from Wednesday, 29th July, 2009 to Monday, 3rd August, 2009 both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting convened by the above, all share certificates with completed transfer forms must be lodged with the branch share registrar of the Company, Standard Registrars Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Tuesday, 28th July, 2009.
3. This circular with an Explanatory Statement containing further information in relation to Ordinary Resolutions No. 6 will be sent to shareholders together with the 2009 Annual Report.
4. Where there are joint registered holders of any share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.