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**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about any aspect of this Notice, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred all your shares in Mirabell International Holdings Limited, you should immediately hand this Notice to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).**

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## **Belle Group Limited**

*(Incorporated in the British Virgin Islands with limited liability)*

### **NOTICE OF COMPULSORY ACQUISITION OF THE SHARES OF *Mirabell International Holdings Limited***

*Incorporated in the Cayman Islands with limited liability (Stock Code 1179)  
(Section 88(1) of the Companies Law (Cap. 22 (Law 3 of 1961) as consolidated and amended) of  
the Cayman Islands (the “Companies Law”))*

**Following  
a voluntary conditional cash offer  
by DBS Asia Capital Limited (“DBS”)  
on behalf of  
Belle Group Limited (“BGL or the “Offeror”), a wholly-owned subsidiary of  
Belle International Holdings Limited,  
to acquire all shares in the share capital of  
Mirabell International Holdings Limited (“Mirabell” or the “Offeree”)  
(other than those already owned or agreed to be acquired by the Offeror  
or parties acting in concert with it) and to cancel all the  
outstanding options of Mirabell**

#### **Introduction**

On 28 February 2008, Belle International Holdings Limited, the Offeror and Mirabell issued a joint announcement in respect of a voluntary conditional cash offer by DBS on behalf of the Offeror to acquire all the issued shares of HK\$0.10 each in the capital of Mirabell (“**Offer Shares**”), and to cancel all outstanding options of Mirabell. On 18 April 2008, the Offeror and Mirabell issued a composite offer and response document (the “**Offer Document**”) pursuant to which DBS, on behalf of the Offeror, made a voluntary conditional cash offer for the Offer Shares for a consideration of HK\$6.00 per Offer Share (the “**Share Offer**”).

At 4:00 p.m. on 23 May 2008, being the latest time for acceptance of the Share Offer, the Offeror had received, pursuant to the Share Offer, valid acceptances in respect of 258,058,000 Offer Shares which represent approximately 98.38% of the Offer Shares.

Terms used in this Notice have the same meaning as those used in the Offer Document unless they are otherwise defined in this Notice.

## Notice of Compulsory Acquisition

Pursuant to the provisions of Section 88(1) of the Companies Law, the Offeror, being the registered holder of not less than ninety per cent of the Offer Shares, hereby gives you notice:

- (a) that the Offeror intends to acquire the remaining Offer Shares registered in your name at the date of this Notice; and
- (b) that unless an application is made to the Grand Court (the “**Court**”) of the Cayman Islands by you (or another Shareholder) within one month of this Notice and the Court thinks fit to order otherwise, the Offeror will be entitled and bound to acquire your Offer Shares on or about 18 September 2008 (Cayman Islands time) (the “**Completion Date**”) at HK\$6.00 in cash per Offer Share (the “**Consideration**”). The Consideration is the same as the Share Offer Price payable pursuant to the Share Offer.

The Offer Shares will be acquired at the Completion Date free from all liens, claims, charges, pledges, encumbrances, rights of preemption and any other third party rights of any nature and together with all rights attached thereto as at 28 February 2008, being the Joint Announcement Date, or subsequently becoming attached to them, including the right to receive all dividends (whether final or interim) and other distributions (if any) declared, made or paid thereon after 28 February 2008.

Section 88 of the Companies Law is set out in the Appendix to this Notice.

Dissentient shareholders should consult their legal advisers on the law of the Cayman Islands if they wish to exercise their rights under Section 88 of the Companies Law.

### Procedures for transfer and settlement

If you wish to voluntarily transfer your Offer Shares to the Offeror for the Consideration, you must complete and sign the enclosed Form of Request and return it together with the share certificate(s) for your Offer Shares and/or transfer receipt(s) and/or any other documents of title (and/or an indemnity or indemnities required in respect thereof) for all your Offer Shares to *Tricor Abacus Limited*, the branch share registrar of Mirabell (the “**Registrar**”) at *26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong*, by post or by hand in an envelope marked “Mirabell Compulsory Acquisition” as soon as possible but in any event, at or before 4:00 p.m. (Hong Kong time) on 18 September 2008. **If you do not complete and return the Form of Request by this date, there will be a delay in the payment of the Consideration to you as the Offeror will then be required to pay the Consideration to Mirabell rather than directly to you. Under the Companies Law, Mirabell is required to pay the aggregate Consideration into a separate trust account.**

Unless indicated otherwise on the Form of Request, provided that a valid Form of Request and the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order in all respects and have been received by the Registrar no later than 4:00 p.m. (Hong Kong time) on 18 September 2008, the Offeror will, as soon as practicable but in any event within ten days after the Completion Date, send all cheques in satisfaction of the Consideration by post in pre-paid envelopes addressed to Shareholders at their respective addresses which appear in the register of members of Mirabell at 4:00 p.m. on the Completion Date or, in the case of joint holders, at the address appearing in the register of members of the joint holder whose name stands first in the register of members in respect of the relevant joint holding.

Sellers’ ad valorem stamp duty arising in connection with the transfer of your Offer Shares to the Offeror will be payable by you at the rate of HK\$1.00 for every HK\$1,000.00 or part thereof of the Consideration and will be deducted from the Consideration due to you.

If you are unable to produce the certificate(s) for your Offer Shares, please complete the relevant section in the Form of Request, sign the Form of Request and return it to the Registrar, requesting a form of indemnity, statutory declaration and other relevant information (including fees payable) to be sent to you for completion and return.

No acknowledgement of receipt of any Form(s) of Request, share certificate(s), transfer receipt(s) or other document(s) of title (or any indemnity or indemnities in respect thereof) will be given.

### **Personal Information Collection Statement**

This personal information collection statement informs you of the policies and practices of the Offeror and the Registrar in relation to the collection, holding and use of your personal data under the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”).

**By signing the accompanying Form of Request, you agree to the policies and practices of the Offeror and the Registrar in relation to the collection, holding and use of your personal data under the Ordinance.**

(i) Reasons for the collection of your personal data

To enable you to receive the consideration payable to you as a result of the Offeror acquiring your Offer Shares pursuant to Section 88 of the Companies Law (or otherwise) you must provide the personal data as requested. Failure to supply the requested data may result in the process being delayed.

(ii) Purposes

The personal data which you provide may be used, held and/or stored (by whatever means) for the following purposes:

- processing and verification of compliance with the terms and procedures set out in the Form of Request;
- registering transfers of the Offer Shares out of your name;
- maintaining or updating the relevant register of members containing details of the holders of the Offer Shares;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or their respective subsidiaries or agents such as financial adviser, receiving agents and the Registrar;
- compiling statistical code information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- any other purpose in connection with the business of the Offeror or the Registrar; and
- any other incidental or associated purposes relating to the above and any other purpose to which the Shareholders may from time to time agree.

(iii) Transfer of personal data

The personal data provided in this form will be kept confidential but the Offeror and the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offeror, their respective subsidiaries and/or agent(s), such as financial advisers, receiving agents and the Registrar;
- any agents, contractors or third parties service providers who offer administrative, telecommunications, computer, payment or other services to the Registrar in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as their bankers, solicitors, accountants or licensed securities dealers; and
- any other persons whom the Offeror or the Registrar considers to be necessary or desirable in the circumstances.

(iv) Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror or the Registrar hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offeror and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Group Data Protection Officer/Company Secretary of the Offeror, 20/F, Railway Plaza, 39 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong or the Privacy Compliance Officer of the Registrar, *Tricor Abacus Limited* at 26/F, *Tesbury Centre*, 28 *Queen's Road East, Wanchai, Hong Kong* (as the case may be).

By Order of the Board

For and on behalf of  
**Belle Group Limited**

Dated: 18 August 2008

**Sheng Baijiao**

Director

*The directors of Belle Group Limited jointly and severally accept full responsibility for the accuracy of the information contained in this Notice and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this Notice has been arrived at after due and careful consideration and there are no other facts not contained in this Notice the omission of which would make any statements in this Notice misleading*

*Notes:-*

- I. All communications, notices, forms of transfer, share certificates, transfer receipts, other documents of title and remittances to be delivered by or sent to Shareholders will be delivered by or sent to shareholders or their designated agents at their own risk and neither the Offeror nor the Registrar accepts any liability for any loss which may arise as a result.

- II. All requests, instructions, authorities and undertakings shall be irrevocable.
- III. This Notice and all transfers of Offer Shares pursuant thereto are governed by the laws of the Cayman Islands.
- IV. The translation into Chinese language of this Notice is for reference only. In case of any discrepancies, the English version shall prevail.

## APPENDIX

### SECTION 88 OF THE COMPANIES LAW (2007 REVISION) OF THE CAYMAN ISLANDS

#### POWER TO ACQUIRE SHARES OF DISSENTIENT SHAREHOLDERS

- 88.(1) Where a scheme or contract involving the transfer of shares or any class of shares in a company (in this section referred to as “the transferor company”) to another company, whether a company within the meaning of this Law or not (in this section referred to as “the transferee company”) has, within four months after the making of the offer in that behalf by the transferee company, been approved by the holders of not less than ninety per cent in value of the shares affected, the transferee company may, at any time within two months after the expiration of the said four months, give notice in the prescribed manner to any dissenting shareholder that it desires to acquire his shares, and where such notice is given the transferee company shall, unless on an application made by the dissenting shareholder within one month from the date on which the notice was given, the Court thinks fit to order otherwise, be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company.
- (2) Where a notice has been given by the transferee company under this section and the Court has not, on an application made by the dissenting shareholder, ordered to the contrary, the transferee company shall, on the expiration of one month from the date on which the notice has been given or, if an application to the Court by the dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of the notice to the transferor company and pay or transfer to the transferor company the amount or other consideration representing the price payable by the transferee company for the shares which by virtue of this section that company is entitled to acquire, and the transferor company shall thereupon register the transferee company as the holder of those shares.
- (3) Any sums received by the transferor company under this section shall be paid into a separate bank account, and any such sums and any other consideration so received shall be held by that company on trust for the several persons entitled to the shares in respect of which the said sum or other consideration were respectively received.
- (4) In this section -

“dissenting shareholder” includes a shareholder who has not assented to the scheme or contract and any shareholder who has failed or refused to transfer his shares to the transferee company, in accordance with the scheme or contract.

*Note:* “Court” is defined to mean the Grand Court of the Cayman Islands by section 2(1) of the Companies Law

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**If you have sold or otherwise transferred all your shares in Mirabell International Holdings Limited, you should immediately hand this Document to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).**

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FORM OF REQUEST

**To: Belle Group Limited**

**20/F, Railway Plaza, 39 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong**

**COMPULSORY ACQUISITION OF THE SHARES OF  
Mirabell International Holdings Limited**

**All words and expressions defined or referred to in the notice of compulsory acquisition accompanying this Form of Request shall, unless the context otherwise requires, have the same meanings when used in this Form of Request.**

*How to complete this Form of Request*

- (1) If you wish to voluntarily transfer your Offer Shares for the Consideration, you should complete and sign this Form of Request and then forward this form by post or by hand, marked "Mirabell Compulsory Acquisition" on the envelope, to the Registrar, *Tricor Abacus Limited* at 26/F, *Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong*.
- (2) **You must complete and return this Form of Request as soon as possible but in any event at or before 4:00 p.m. (Hong Kong time) on 18 September 2008. If you do not complete and return this Form of Request by this date there will be a delay in the payment of the Consideration to you as the Offeror will then be required to pay the Consideration to Mirabell rather than directly to you. Under the Companies Law, Mirabell is required to pay the aggregate Consideration into a separate trust account.**
- (3) Please complete the instrument of transfer (excluding the date and the identity of the Transferee) and, if necessary, the section on missing share certificate(s), below.
- (4) Please insert your name and address if you do NOT wish the Consideration to be sent to you at the address which appears in the register of members of Mirabell:

Name:

Address:

## REQUEST

- |  | Yes<br>(Tick Box)        |
|--|--------------------------|
| I/We have:   |                          |
| (i) enclosed share certificate(s) for my/our Offer Shares    | <input type="checkbox"/> |
| (ii) enclosed any other documents of title                   | <input type="checkbox"/> |
| (iii) completed the instrument of transfer below             | <input type="checkbox"/> |
| (iv) requested a Form of Indemnity and Statutory Declaration | <input type="checkbox"/> |

I/We agree to the transfer of my/our Offer Shares to Belle Group Limited in return for payment of the Consideration to me/us. I/We authorise any director or officer of Belle Group Limited or the Registrar to date and complete the instrument of transfer and any other documents delivered with this Form of Request and otherwise do all such matters as may be required to effect the transfer of my/our Offer Shares to Belle Group Limited.

I/We agree to the policies and practices of the Offeror and the Registrar in relation to the collection, holding and use of my/our personal data under the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

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Signature of Shareholder

Name of Shareholder:

Date:





## MISSING CERTIFICATES

I/We hereby confirm that the share certificate(s) dated \_\_\_\_\_ and numbered \_\_\_\_\_ relating to the Offer Shares registered in my/our name(s) has/have been lost, mislaid or accidentally destroyed.

Please send me/us your Form of Indemnity, Statutory Declaration and other relevant information (including applicable fees).

\_\_\_\_\_  
Signature of Shareholder

Name of Shareholder:

Date: