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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or 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 Nam Tai Electronic & Electrical Products Limited, 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.

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**NAM TAI ELECTRONIC & ELECTRICAL PRODUCTS LIMITED**

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

**(Stock Code: 2633)**

**PROPOSAL FOR RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an Annual General Meeting of Nam Tai Electronic & Electrical Products Limited (the "Company") to be held at Lecture Room C of Unit 1, The Joint Professional Centre, Ground Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, 17 July 2009 at 6:30 p.m. is set out on pages 9 to 10 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 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 Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or at any adjourned meeting (as the case may be) should you so wish.

25 June 2009

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## DEFINITIONS

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

“AGM”	The annual general meeting of the Company to be held at Lecture Room C of Unit 1, The Joint Professional Centre, Ground Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 17 July 2009 at 6:30 p.m. notice of which is set out on pages 9 to 10 of this circular
“Company”	Nam Tai Electronic & Electrical Products Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	The directors of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or, if there has been a sub-division, reduction, consolidation, reclassification of or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	at any time means the holder(s) of Shares at that time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### NAM TAI ELECTRONIC & ELECTRICAL PRODUCTS LIMITED

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

**(Stock Code: 2633)**

*Non-executive Director:*

Mr. Koo Ming Kown *(Non-Executive Chairman)*

*Independent Non-executive Directors:*

Mr. Chan Tit Hee, Charles

Mr. Lai Kin Ki

Mr. Leung Wai Hung

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Hong Kong Office:*

Unit 5811-12

58/F, The Center,

99 Queen's Road Central

Central

Hong Kong

25 June 2009

*To the Shareholders*

Dear Sir or Madam,

### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding ordinary resolutions to be proposed at the AGM of the Company to be held on 17 July 2009 for the re-election of Directors.

### **RE-ELECTION OF DIRECTORS**

According to Article 87(1) of the Articles of Association of the Company, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company. According to Article 87(2), the retiring Director shall be eligible for re-election.

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## LETTER FROM THE BOARD

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In addition, according to Article 86(3), any Director appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Mr. Koo Ming Kown and Mr. Chan Tit Hee will retire from their offices at the AGM. In addition, in accordance with Article 86(3), Mr. Lai Kin Ki and Mr. Leung Wai Hung appointed by the Board during the year shall retire from their offices at the AGM.

Being eligible, Mr. Koo Ming Kown will offer himself for re-election as a non-executive director, and Mr. Chan Tit Hee, Mr. Lai Kin Ki and Mr. Leung Wai Hung will offer themselves for re-election as independent non-executive directors. At the AGM, ordinary resolutions will be proposed to re-elect Mr. Koo Ming Kown as a non-executive director, and to re-elect Mr. Chan Tit Hee, Mr. Lai Kin Ki and Mr. Leung Wai Hung as independent non-executive directors.

Particulars relating to Mr. Koo Ming Kown, Mr. Chan Tit Hee, Mr. Lai Kin Ki and Mr. Leung Wai Hung are set out in Appendix I to this circular.

### **ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 9 to 10 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Whether or not Shareholders are able to attend the AGM in person, Shareholders should complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should Shareholders so wish.

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## LETTER FROM THE BOARD

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### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors are pleased to recommend the retiring Directors for re-election in the Annual General Meeting. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting to give effect to them.

For and on behalf of  
**Nam Tai Electronic & Electrical Products Limited**  
**Koo Ming Kown**  
*Non-Executive Chairman*

*The details of the Directors who will retire from their offices at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**KOO MING KOWN**

Mr. Koo Ming Kown, aged 64, was appointed as a non-executive Director of the Company in June 2003. He was later appointed as a member of the Compensation Committee in April 2004 and non-executive Chairman of the Company in February 2008. He was further appointed as a member of the Audit Committee in May 2009. From March 2002 to April 2008, he was also appointed as a director of J.I.C. Technology Company Limited (“JIC”) (stock code: 987) a company listed on the main board of SEHK. Mr. Koo served as chairman of Nam Tai Electronics, Inc. (“NTEI”) and its predecessor companies from inception until September 1998. He then became senior executive officer of NTEI, responsible for corporate strategy, finance and administration and served as chief financial officer of NTEI. Mr. Koo resigned from the position of chief financial officer of NTEI in January 2005 but maintained his role as a non-executive director of NTEI. In July 2005, Mr. Koo reassumed the position as chairman of NTEI upon the resignation of Mr. Tadao Murakami but maintained his non-executive status. In June 2007, Mr. Koo also assumed the position of acting chief executive officer of NTEI upon the resignation of Mr. Lee Wa Lun, Warren. Mr. Koo served as chief executive officer of NTEI until Mr. Masaaki Yasukawa joined NTEI as chief executive officer with effect from February 2008. Mr. Koo, who continues to serve NTEI as its chairman, received his Bachelor of Laws degree from the National Taiwan University in 1970.

Save as disclosed above, Mr. Koo does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 5,242,786 shares of NTEI (representing about 11.70% of the issued share capital of NTEI), he does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Pursuant to the Director’s service contract of Mr. Koo, the term of his directorship as a non-executive Director is one year commencing from 28 April 2004. The term will continue for successive periods of one year each unless terminated by either party giving one month’s notice to the other party. Mr. Koo has agreed to waive his director’s fee of HK\$12 per annum which is determined on a nominal basis.

Save and disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**CHAN TIT HEE**

Mr. Chan Tit Hee, Charles, aged 60, is an independent non-executive Director and chairman of the Audit Committee of the Company appointed in November 2004. Mr. Chan has extensive experience in accounting, auditing and finance. He began his career with Price Waterhouse & Co. in 1971, and later held senior executive positions with the Treasury of the Hong Kong Government, China Light & Power, Coopers & Lybrand, and Lane Crawford Limited. Mr. Chan is a Fellow of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. Chan graduated with a Higher Diploma in Accountancy from the Hong Kong Technical College and obtained an MSc degree in Management Studies and an MSc degree in Computer Science from the University of Bradford, U.K.

Save as disclosed above, Mr. Chan does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 350,000 shares of the Company (representing about 0.04% of the issued share capital of the Company), he does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of directorship of Mr. Chan under his Director's service contract is one year commencing from 1 November 2004. His term will continue for successive periods of one year each unless terminated by either party giving one month's notice to the other party. Mr. Chan is entitled to receive an annual director's fee of HK\$240,000.00 which is payable on a monthly basis. Mr. Chan's term of appointment and remuneration are the same as those of other independent non-executive Directors of the Company. The amount of director's fee of Mr. Chan is determined by reference to his duties and responsibilities within the Group.

Save and disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**LAI KIN KI**

Mr. Lai Kin Ki, aged 56, is an independent non-executive Director of the Company with effect from May 2009. He is also a member of the Audit Committee with effect from 5 May 2009. He was a director from 1992 to 1997 of Sharp Brave Holdings Limited (stock code: 736), a company then listed on the main board of The Stock Exchange (now known as China Properties Investment Holdings Limited).

Save as disclosed above, Mr. Lai does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, he does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of directorship of Mr. Lai under his Director's service contract is one year commencing from 5 May 2009. His term will continue for successive periods of one year each unless terminated by either party giving one month's notice to the other party. Mr. Lai is entitled to receive an annual director's fee of HK\$240,000.00 which is payable on a monthly basis. Mr. Lai's term of appointment and remuneration are the same as those of other independent non-executive Directors of the Company. The amount of director's fee of Mr. Lai is determined by reference to his duties and responsibilities within the Group.

Save and disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

#### **LEUNG WAI HUNG**

Mr. Leung Wai Hung, aged 51, is an independent non-executive Director of the Company appointed in May 2008. He is appointed as a member of the Audit Committee of the Company with effect from May 2009. He was also appointed as a member of the Compensation Committee of the Company in August 2008. From March 2002 to April 2008, Mr. Leung was an independent non-executive director of J.I.C. Technology Company Limited (stock code: 987), a company listed on the main board of SEHK. He is a qualified solicitor and has practised as a solicitor in various legal firms in Hong Kong. He is now an in-house solicitor of a private company providing advisory and other services to banks and financial institutions.

Save as disclosed above, Mr. Leung does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, he does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of directorship of Mr. Leung under his Director's service contract is one year commencing from 5 May 2008. His term will continue for successive periods of one year each unless terminated by either party giving one month's notice to the other party. Mr. Leung is entitled to receive an annual director's fee of HK\$240,000.00 which is payable on a monthly basis. Mr. Leung's term of appointment and remuneration are the same as those of other independent non-executive Directors of the Company. The amount of director's fee of Mr. Leung is determined by reference to his duties and responsibilities within the Group.



In January 1999, the Solicitors Disciplinary Tribunal found that Mr. Leung was in breach of Law Society Circular 222/91, Rule 5D of the Solicitors Practice Rules and Principle 4.09 of Hong Kong Solicitors' Guide to Professional Conduct. The Tribunal ordered that Mr. Leung be censured, fined a total sum of HK\$274,000 and pay costs of the proceedings.

Save and disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **NAM TAI ELECTRONIC & ELECTRICAL PRODUCTS LIMITED**

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

**(Stock Code: 2633)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Nam Tai Electronic & Electrical Products Limited (the “Company”) will be held at Lecture Room C of Unit 1, The Joint Professional Centre, Ground Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 17 July 2009 at 6:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2008.
2. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.

By Order of the Board

**Nam Tai Electronic & Electrical Products Limited**

**Wong Long Kee**

*Company Secretary*

Hong Kong, 25 June 2009

*Notes:*

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote on his behalf. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any general meeting.
- (2) The form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company’s branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting at which the person named in the form of proxy proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (3) Where there are joint registered holders of any share, any one of such persons may vote at any 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 any meeting personally or by proxy, one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (4) The form of proxy must be signed by the appointor or his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- (5) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date hereof, the non-executive director of the Company is Mr. KOO Ming Kown, and the independent non-executive directors of the Company are Mr. CHAN Tit Hee, Mr. LAI Kin Ki and Mr. LEUNG Wai Hung.*