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

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in HannStar Board International Holdings Limited 瀚宇博德國際控股有限公司, you should at once hand this circular together with the accompanying form of proxy and annual report 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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## HannStar Board International Holdings Limited 瀚宇博德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00667)

# PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2011 annual general meeting of HannStar Board International Holdings Limited 瀚宇博德國際控股有限公司 (the "Company") is set out on pages 12 to 15 of this circular. Whether or not you intend to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company's principal place of business in Hong Kong at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Wednesday, 18 May, 2011. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

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#### **DEFINITIONS**

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

"AGM" the 2011 Annual General Meeting of the Company

"Articles" the existing articles of association of the Company

"Board" the board of Directors

"Company" HannStar Board International Holdings Limited 瀚宇博

德國際控股有限公司, a company incorporated in the

Cayman Islands with limited liability

"connected person(s)" shall have the meaning as defined in the Listing Rules

"Director(s)" the director(s) of the Company

"Group" the Company and its subsidiaries

"HannStar BVI" HannStar Board (BVI) Holdings Corp., a company

incorporated in the British Virgin Islands with limited liability, the immediate holding company of the Company and a wholly owned subsidiary of HannStar Taiwan

"HannStar Taiwan" HannStar Board Corporation (瀚宇博德股份有限公司), a

company incorporated in Taiwan with limited liability, the ultimate holding company of the Company and whose

shares are listed on Taiwan Stock Exchange

"Hong Kong" the Hong Kong Special Administrative Region of The

People's Republic of China

"Issue Mandate" a general and unconditional mandate to be granted to the

Directors to issue, allot and deal with Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant

resolution

"Latest Practicable Date" 6 April, 2011, being the latest practicable date prior to the

printing of this circular

"Listing Rules" the Rules Governing the Listing of Securities on the

Stock Exchange

#### **DEFINITIONS**

"Repurchase Mandate" a general and unconditional mandate to be granted to the

Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of

passing of the relevant resolution

"SFO" the Securities and Futures Ordinance, Chapter 571 of the

Laws of Hong Kong

"Share(s)" the ordinary share(s) with nominal value of HK\$0.10

each in the share capital of the Company

"Shareholder(s)" the registered holder(s) of the Shares

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Taiwan Stock Exchange" the Taiwan Stock Exchange Corporation

"Takeovers Code" the Codes on Takeovers and Mergers and Share

Repurchases issued by the Hong Kong Securities and

**Futures Commission** 

"HK\$" Hong Kong dollar(s), the lawful currency of Hong Kong



### HannStar Board International Holdings Limited

瀚宇博德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00667)

Executive Director

Mr. Yeh Shin-jiin (葉新錦) (Chief Executive Officer)

Non-Executive Directors

Mr. Chang Chia-ning (張家寧) (Chairman)

Ms. Cao Jianhua (曹建華)

Independent Non-Executive Directors

Mr. Chao Yuan-san (趙元山)

Ms. Chen Shun Zu, Deborah (陳淳如)

Mr. Yeh Yu-an (葉育恩)

Ms. Chang Pi-lan (張碧蘭)

Mr. Yen Chin-chang (嚴金章)

Registered Office

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong

Level 28, Three Pacific Place

1 Queen's Road East

Hong Kong

11 April, 2011

To the Shareholders

Dear Sir or Madam,

## PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND

#### NOTICE OF ANNUAL GENERAL MEETING

#### INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Friday, 20 May, 2011. These include ordinary resolutions relating to i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; and ii) the re-election of the retiring Directors.

#### LETTER FROM THE BOARD

#### THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

#### THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 1,316,250,000 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 263,250,000 Shares.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

#### RE-ELECTION OF RETIRING DIRECTORS

In relation to item 3 in the notice of the AGM, Mr. Yeh Shin-jiin, Mr. Yeh Yu-an and Ms. Chen Shun Zu, Deborah shall retire as Directors at the AGM and, being eligible, will offer themselves for re-election pursuant to Article 87 of the Articles.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

#### LETTER FROM THE BOARD

#### NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix III to this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hannstarboard.com). Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's principal place of business in Hong Kong at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

#### VOTING AT THE 2011 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board

HannStar Board International Holdings Limited

瀚宇博德國際控股有限公司

Chang Chia-ning

Chairman of the Board

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

#### 1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,316,250,000 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 131,625,000 Shares, being 10 per cent of the issued capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

#### 2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

#### 3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December, 2010) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

#### 4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	<b>Share Prices Per Share</b>	
	Highest	Lowest
	HK\$	HK\$
2010		
April	2.68	1.80
May	1.90	1.49
June	1.88	1.58
July	1.71	1.54
August	1.76	1.34
September	1.42	1.31
October	1.52	1.35
November	1.34	1.12
December	1.25	1.16
2011		
January	1.30	1.14
February	1.22	1.04
March	1.17	0.88
April (up to and including the		
Latest Practicable Date)	0.94	0.90

#### 5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company has not been notified by any connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, HannStar BVI beneficially held 987,050,000 Shares representing approximately 74.99 per cent of the issued share capital of the Company. HannStar BVI is a wholly owned subsidiary of HannStar Taiwan. In the event that the Directors exercised in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interest of HannStar BVI in the Company would be increased to approximately 83.32 per cent of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on HannStar BVI to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25 per cent of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding of the Company falling below the minimum public float requirement.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

## BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the biographical details of the Directors proposed for re-election at the AGM:

#### 1. Mr. Yeh Shin-jiin

Mr. Yeh Shin-jiin (葉新錦先生), aged 55, is the Executive Director, Chief Executive Officer and Authorised Representative of the Company. Mr. Yeh is also a director and the general manager of HannStar Board Technology (Jiangyin) Corp. (瀚宇博德科技 (江陰)有限公司) and a director of HannStar Precision Technology (Jiangyin) Corporation (瀚宇精密科技 (江陰)有限公司), the Company's indirect subsidiaries. He joined the Group in August 2007. Mr. Yeh is in charge of the day-to-day management and operation of the Group and is responsible for the implementation of the Group's objectives, policies and strategies approved by the Board. Mr. Yeh has over 33 years of experience in the PCB industry. Prior to joining the Group, he was the Executive Vice-President of Compeq Manufacturing (Huizhou) Co., Ltd. (華通電腦 (惠州)有限公司), a subsidiary of Compeq Manufacturing Company Limited (華通電腦股份有限公司) from November 2003 to June 2007. He graduated with a degree of master of business administration (on-job program) from Chung Yuan Christian University (中原大學) in Taiwan in 1990.

Mr. Yeh has entered into a service contract with the Company for a term of three years which is determinable by either party by giving three months' written notice. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Articles. Mr. Yeh received a total emolument of US\$117,000 for the financial year ended 31 December, 2010. The emoluments of Mr. Yeh are determined by the Remuneration Committee of the Company by reference to the market terms, his experiences, duties and responsibilities within the Group, and a performance-based discretionary bonus to be determined by reference to the Company's and individual's performance.

As at the Latest Practicable Date, Mr. Yeh was interested in 189,102 shares in HannStar Taiwan, indirect holding company of the Company, within the meaning of Part XV of the SFO. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Yeh does not at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

#### 2. Mr. Yeh Yu-an

Mr. Yeh Yu-an (葉育恩先生), aged 49, joined the Company since September 2006 as an independent non-executive Director. Mr. Yeh is also a member of the Audit Committee and the Remuneration Committee of the Company. He served as the chairman of the board of directors of Da-Yeh University (大葉大學) from November 2004 to April 2007 and was a supervisor of the Da Yeh Takashimaya Department Store (大葉高島屋百貨股份有限公司) from March 1992 to March 2009. Mr. Yeh received a degree of Master of Business Administration from Loyola Marymount University in the US in 1992 and registered as a Certified Management Accountant of Canada in October 2009.

## BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Yeh has entered into a service agreement with the Company for a term of three years which is determinable by either party by giving two months' written notice. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Company's articles of association. Mr. Yeh is entitled to a director's fee of US\$11,000 per annum as determined by the Remuneration Committee of the Company by reference to the market practice.

Mr. Yeh does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor does he hold any other positions in the Group. He does not at present, nor did he in the last three years, hold any directorships in other public companies the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Yeh did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

#### 3. Ms. Chen Shun Zu, Deborah

Ms. Chen Shun Zu, Deborah (陳淳如女士), aged 47, joined the Company since September 2006 as an independent non-executive Director. Ms. Chen is also a member of the Audit Committee and the Remuneration Committee of the Company. Ms. Chen is currently a director of Alpha Star Limited (昇振有限公司). She was an assistant vice-president in operation of The Hongkong and Shanghai Banking Corporation Limited from January 2002 to October 2004 and a vice-president of Pacific Resources Technology Corporation (太聯科技股份有限公司) and a senior member of Allied Pacific Century Corporation (太平洋聯合股份有限公司) from February 1997 to August 2001. Ms. Chen graduated from University of Southern California in the US with a Bachelor of Science degree in business administration in 1989.

Ms. Chen has entered into a service agreement with the Company for a term of three years which is determinable by either party by giving two months' written notice. She is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Company's articles of association. Ms. Chen is entitled to a director's fee of US\$11,000 per annum as determined by the Remuneration Committee of the Company by reference to the market practice.

Ms. Chen does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor does she hold any other positions in the Group. She does not at present, nor did she in the last three years, hold any directorships in other public companies the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Ms. Chen did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

#### **APPENDIX II**

## BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

#### 4. General

Save as disclosed above, each of the above retiring Directors proposed for re-election has confirmed that there is no information which is discloseable nor is/was he/she involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter relating to his/her re-election that need to be brought to the attention of the Shareholders.



## HannStar Board International Holdings Limited 瀚宇博德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00667)

#### NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 Annual General Meeting of HannStar Board International Holdings Limited 瀚宇博德國際控股有限公司 (the "Company") will be held at Empire Room 1, 1/F, Empire Hotel Hong Kong Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Friday, 20 May, 2011 at 10:00 a.m. for the following purposes:

- 1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December, 2010.
- 2. To declare a final dividend.
- 3. To re-elect the retiring directors.
- 4. To authorise the board of directors to fix the directors' remuneration.
- 5. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

#### "THAT

subject to paragraph (b) below, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (the "Securities and Futures Commission") and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;

- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of 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 date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."
- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

#### "THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company (the "Directors") to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares in the capital of the Company including the power to make an offer or agreement, or grant options which would or might require shares of the Company to be issued and allotted, whether during the continuance of the Relevant Period or thereafter:
- (b) the aggregate nominal amount of the share capital issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
  - (i) a rights issue;
  - (ii) the exercise of options granted or to be granted under a share option scheme;

- (iii) the exercise of rights of subscription or conversion attaching to any securities which are convertible into shares of the Company or any warrants to subscribe for shares of the Company;
- (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
- (v) a specific authority granted or to be granted by the shareholders in general meeting; and
- (c) for the purpose of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."
- 8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of ordinary resolutions 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to resolution 7 to exercise the powers of the Company to issue, allot and deal with the unissued shares in the share capital of the Company be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company to be repurchased by the Company under the authority granted pursuant to resolution 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."

On behalf of the Board

HannStar Board International Holdings Limited 瀚宇博德國際控股有限公司

**CHANG Chia-ning** 

Chairman

Notes:

- All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- 2 A member entitled to attend and vote at the meeting is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's principal place of business in Hong Kong at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the said form of proxy shall be deemed to be revoked.
- The register of members of the Company will be closed from Tuesday, 17 May, 2011 to Friday, 20 May, 2011, 4. both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the proposed final dividend and for attending and voting at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 May, 2011.

As at the date of this notice, the Board comprises Mr. Yeh Shin-jiin (Chief Executive Officer) as Executive Director; Mr. Chang Chia-ning (Chairman) and Ms. Cao Jianhua as Non-Executive Directors; and Mr. Chao Yuan-san, Ms. Chen Shun Zu, Deborah, Mr. Yeh Yu-an, Ms. Chang Pi-lan and Mr. Yen Chin-chang as Independent Non-Executive Directors.