
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in UBA Investments Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**UBA INVESTMENTS LIMITED****開明投資有限公司****(incorporated in the Cayman Islands with limited liability)***(Stock Code: 768)****PROPOSALS RELATING TO**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF DIRECTORS;**
- (3) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION; AND**
- (4) NOTICE OF AGM**

A notice convening an annual general meeting (the “**AGM**”) of the Company to be held at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on Friday, 24 August 2012 at 11:30 a.m. is set out on pages 13 to 27 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are unable to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and return the same at the principal place of business of the Company at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Friday, 24 August 2012 at 11:30 a.m. and to be held at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong, notice of which is set out on pages 13 to 27 of this circular
“Article(s)” or “Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	UBA Investments Limited (stock code: 768), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Board at the AGM to allot, issue and deal with new Shares and/or other securities of the Company not exceeding 20% of the issued share capital of the Company as at the date of granting the general mandate
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 July 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Board at the AGM to exercise the powers of the Company to repurchase at any time from the date of granting the repurchase mandate until the conclusion of the next annual general meeting of the Company, up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of granting the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the legal currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



UBA INVESTMENTS LIMITED

開明投資有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 768)

Executive Directors:

Mr. CHAU Wai Hing (*Chairman*)

Mr. CHENG Wai Lun, Andrew

Dr. WONG Yun Kuen

Independent non-executive Directors:

Mr. CHAN Chung Yee, Alan

Dr. FUNG Lewis Hung

Mr. TANG Hon Bui, Ronald

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal place of business:

2nd Floor

Wah Kit Commercial Centre

302 Des Voeux Road Central

Hong Kong

19 July 2012

To the Shareholders

Dear Sir or Madam,

PROPOSALS RELATING TO

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF DIRECTORS;

(3) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND

RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION; AND

(4) NOTICE OF AGM

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Board; (ii) the re-election of Directors; and (iii) the proposed amendments of the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association.

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LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors, the proposed amendments of the Memorandum and Articles of Association and the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Board the General Mandate and the Repurchase Mandate.

General Mandate

It will be proposed at the AGM, an ordinary resolution as set out in the notice of AGM, for granting the General Mandate to the Board and extending the General Mandate by adding to it the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, there were 1,059,778,200 Shares in issue and subject to the passing of the necessary ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, exercise in full of the General Mandate could accordingly result in up to 211,955,640 Shares being issued by the Company during the course of the period prior to the next annual general meeting of the Company to be held in 2013.

Repurchase Mandate

At the annual general meeting of the Company held on 24 August 2011, a general mandate was given on that date to the Board to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company on that date and such mandate will lapse at the conclusion of the AGM. Assuming that the number of the issued Shares remains at 1,059,778,200 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be repurchased pursuant to the general mandate will be 105,977,820 Shares.

Your attention is drawn to an ordinary resolution set out in the notice of AGM. Such ordinary resolution proposes to seek your approval to grant the Repurchase Mandate at the AGM.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate up to (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 the Articles of Association, any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to Article 157 of the Articles of Association and the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules, every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

The Board currently consists of six Directors, namely Mr. CHAU Wai Hing, Mr. CHENG Wai Lun, Andrew, Dr. WONG Yun Kuen, Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung and Mr. TANG Hon Bui, Ronald.

Pursuant to Article 157 of the Articles of Association, Mr. CHAU Wai Hing and Mr. TANG Hon Bui, Ronald shall retire by rotation at the AGM, being eligible, offers themselves for re-election at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. CHAU Wai Hing as executive Director and Mr. TANG Hon Bui, Ronald as independent non-executive Director.

Particulars relating to each of Mr. CHAU Wai Hing and Mr. TANG Hon Bui, Ronald are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Stock Exchange has amended the Listing Rules relating to, among other things, the constitutional documents or equivalent constitutional documents of listed issuers. The amendments to the Listing Rules came into effect on 1 January 2012 and 1 April 2012. Accordingly, the Board proposes to seek the approval of the Shareholders by way of special resolutions for the amendments to the existing Memorandum and Articles of Association which consolidates all of the proposed amendments and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings, at the AGM, so as to bring the constitution of the Company in line with current amendments made to the Listing Rules.

The major proposed amendments include the following:

- to require physical board meetings in lieu of written resolutions where a Director or substantial Shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
- to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting;
- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll; and

LETTER FROM THE BOARD

- to update the address of the registered office of the Company in the Cayman Islands pursuant to the change in the address system.

Details of the amendments to the Memorandum and Articles of Association are set out in the notice of AGM.

The legal adviser to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a Cayman Islands company listed on the Stock Exchange.

Shareholders are advised that the Memorandum and Articles of Association are available only in English and the Chinese translation of the amendments to the Memorandum and Articles of Association provided in the notice of AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

AGM

A notice convening the AGM to be held at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on Friday, 24 August 2012 at 11:30 a.m. is set out on pages 13 to 27 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors. Special resolutions will be proposed at the AGM to approve the proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkexnews.hk. If you are unable to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the principal place of business of the Company at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers (i) the proposed grant of the General Mandate and the Repurchase Mandate, (ii) the proposed re-election of Directors and (iii) the proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
UBA Investment Limited
CHAU WAI HING
Chairman and Executive Director

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide information to all Shareholders with regard to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

1. THE LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange or on another stock exchange on which the securities of the companies may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions, the most important of which is summarised below:

The Listing Rules provide that repurchases of securities of such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by a specific approval of a particular transaction and that the securities to be purchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,059,778,200 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 105,977,820 fully paid Shares, representing 10% of the issued share capital of the Company.

3. REASONS FOR THE REPURCHASE

The Board believes that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or net assets per Share and/or earnings per Share and will only be made when the Board believes that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the purchase in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands for such purpose.

5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 financial statements contained in the annual report of the Company for the year ended 31 March 2012) in the event that the Repurchase Mandate is exercised in full at any time. However, the Board do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant repurchases unless the Board determines that such repurchases are, taking account of all relevant factors, in the best interests of the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

8. CONNECTED PERSON

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

9. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, on the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Mr. CHENG Wai Lun, Andrew ("Mr. Cheng"), who is one of the discretionary objects of a trust which assets include interest in the entire issued share capital of Fung Fai Growth Limited ("Fung Fai") through his corporate interest in Fung Fai, is interested in 340,000,000 Shares, representing approximately 32.08% 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 Repurchase Mandate, the shareholding interest of

Mr. Cheng in the Company would be increased to approximately 35.65% of the issued share capital of the Company. Such increase would give rise to an obligation of Mr. Cheng to make a mandatory offer under Rule 26 of the Takeovers Code. In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent.

The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25%. Save as disclosed above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

10. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	The Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
July	0.126	0.095
August	0.112	0.083
September	0.098	0.075
October	0.108	0.075
November	0.086	0.067
December	0.085	0.069
2012		
January	0.088	0.062
February	0.080	0.065
March	0.082	0.064
April	0.075	0.057
May	0.083	0.057
June	0.083	0.062
July (up to the Latest Practicable Date)	0.083	0.083

11. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

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

Executive Director

Mr. CHAU Wai Hing (“**Mr. Chau**”), aged 46, is the chairman and executive Director. He is a fellow member of the Institute of Public Accountants in Australia, a chartered member of the Chartered Institute for Securities & Investment and a member of the Hong Kong Securities Institute. He obtained his Bachelor Degree in Quantitative Analysis for Business, Postgraduate Certificate in Professional Accounting and Master Degree in Finance from the City University of Hong Kong. He also holds a Master Degree in Professional Accounting from the Southern Cross University in Australia. Prior to joining the Company, he possesses over 18 years of experience in banking, finance and wealth management and held senior positions at several international financial institutions including Bank of America (Asia) Limited and Merrill Lynch (Asia Pacific) Limited. Save as disclosed above, Mr. Chau has not held directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

There is no service agreement contracted with Mr. Chau and does not have any fixed term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Article of Association.

As at the Latest Practicable Date, Mr. Chau has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has no interest or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no matter which need to be brought to the attention of the Shareholders upon his re-election.

In relation to the re-election of Mr. Chau as an executive Director, save as disclosed above, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The director’s fee of Mr. Chau is to be determined by the Board as authorised by the Shareholders at the AGM, which are with reference to his duties, responsibilities and the market conditions. For the year ended 31 March 2012, Mr. Chau is entitled for a director’s emolument of HK\$30,000 per annum.

Independent non-executive Director

Mr. TANG Hon Bui, Ronald (“Mr. Tang”), aged 53, is an independent non-executive Director, member of the audit committee, member of the remuneration committee and member of the nomination committee of the Company. Mr. Tang received his legal education from the University of Hong Kong and has been a barrister in private practice since 1981. Save as disclosed above, Mr. Tang has not held any directorship other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

There is no service agreement contracted with Mr. Tang and does not have any fixed term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Article of Association.

As at the Latest Practicable Date, Mr. Tang has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has no interest or short positions in any Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There are no matter which need to be brought to the attention of the Shareholders upon his re-election.

In relation to the re-election of Mr. Tang as an independent non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The director’s fee of Mr. Tang is to be determined by the Board of Directors as authorised by the Shareholders at the AGM, which are with reference to his duties, responsibilities and the market conditions. For the year ended 31 March 2012, Mr. Tang is entitled for a director’s emolument of HK\$48,000 per annum.

In the opinions of the Directors, other than the above said matters, there are no other matters need to be brought to the attentions of the Shareholders in relation to the re-election of the above retiring Directors.

NOTICE OF AGM



UBA INVESTMENTS LIMITED

開明投資有限公司*

(incorporated in Cayman Islands with limited liability)

(Stock Code: 768)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of UBA Investments Limited (the “**Company**”) will be held at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on Friday, 24 August 2012 at 11:30 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) of the Company and the Company’s auditors for the year ended 31 March 2012;
- (2)
 - (A) To re-elect Mr. CHAU Wai Hing as executive Director;
 - (B) To re-elect Mr. TANG Hon Bui, Ronald as independent non-executive Director; and
 - (C) To authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
- (3) To re-appoint Li, Tang, Chen & Co. Certified Public Accountants (Practising) as the Company’s auditors for the ensuing year and to authorise the directors to fix their remuneration;
- (4) To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions (with or without modification):
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this resolution and without prejudice to resolution 4(B) set out in the notice of this meeting, the exercise by the Board during the Relevant Period (as defined in paragraph (d) of this resolution) of all powers of the Company to issue, allot and deal in the shares (the “**Shares**”) of the Company and to issue, allot and grant securities convertible into Shares or options, warrants or similar rights to subscribe for any shares in the Company or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) of this resolution);
 - (ii) any scrip dividend scheme or similar arrangements implemented in accordance with the articles of association of the Company (the “**Articles of Association**”, and each an “**Article**”); or
 - (iii) an issue of Shares under the share option scheme of the Company or any similar arrangements for the time being adopted by the Company for the grant or issue to employees of the Company or Directors and/or any of its subsidiaries of Shares or right to acquire Shares; or
 - (iv) the exercise of the rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into any shares in the Company;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (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 the Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF AGM

“**Rights Issue**” means an offer of shares open for a period fixed by the Board to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the law of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Board during the Relevant Period (as defined in resolution 4(B)(c) set out in the notice of this meeting) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange (the “**Recognised Stock Exchange**”) subject to and in accordance with all applicable laws, and in accordance with the provisions of, and in the manner specified in, the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange or the rules of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 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 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 the Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

- (C) “**THAT** conditional upon the passing of the resolutions 4(A) and 4(B) set out in the notice of this meeting, the aggregate nominal amount of Shares which shall have been repurchased by the Company pursuant to and in accordance with resolution 4(B) set out in the notice of this meeting shall be added to the aggregate nominal amount of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to and in accordance with resolution 4(A) set out in the notice of this meeting, provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

SPECIAL RESOLUTIONS

- (5) To consider as special business and, if thought fit, pass, the following resolutions as special resolutions:
- (A) “**THAT** the memorandum of association (the “**Memorandum**”) of the Company be amended as follows manner:
- (i) by deleting the existing paragraph 2 of the Memorandum in its entirety and substituting therefor by the following:

“2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place in the Cayman Islands as the Board may from time to time decide.”;
 - (ii) by deleting the word “1998” in the first and third line of existing paragraph 4 of the Memorandum after the words “the Companies Law (” and substituting with the word “2011” in the first line and third line of the existing paragraph 4 of the Memorandum respectively;
 - (iii) by deleting the word “1998” in the fourth line of the existing paragraph 6 of the Memorandum after the words “the Companies Law (” and substituting with the word “2011”;
 - (iv) by deleting the word “193” in the second line of the existing paragraph 7 of the Memorandum after the words “provisions of Section” and substituting with the word “174”; and
 - (v) by deleting the word “1998” in the second and third line of the existing paragraph 7 of the Memorandum after the words “the Companies Law (” and substituting with the word “2011” in the second line and third line of the existing paragraph 7 of the Memorandum respectively.”

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(B) **“THAT** the Articles of Association be amended in the following manner:

- (i) by adding the following new definition of “appointor” in the existing Article 2 after the definition of “these Articles”:

““appointor” shall mean, in relation to an alternate Director, the Director who appointed the alternate to act as his alternate;”;

- (ii) by deleting the existing definition of “Business Day” in the existing Article 2 in its entirety and substituting with the following:

““Business Day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong;”;

- (iii) by adding the following new definition of “clear days” in the existing Article 2 after the definition of “the Chairman”:

““clear days” in relation to the period of a notice, shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”;

- (iv) by adding the following new definition of “Company’s Website” in the existing Article 2 after the definition of “Company”:

““the Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;”;

- (v) by deleting the words “(1998 Revision)” in the first line of the existing definition of “the Companies Law” or “the Law” in the existing Article 2 and substituting with the words “(2011 Revision)”;

- (vi) by deleting the existing definition of “electronic” in the existing Article 2 in its entirety and substituting with the following new definition of “electronic”, “electronic means”, “Electronic Signature” and “Electronic Transaction Law”:

““electronic” shall have the meaning given to it in the Electronic Transactions Law;

“electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;

“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

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“Electronic Transactions Law” means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”;

- (vii) by adding the following new definition of “Independent Non-Executive Director” in the existing Article 2 after the definition of “HK Code on Takeovers & Mergers”:

“Independent Non-Executive Director” shall mean a person recognised as such by the relevant code, rules and regulations applicable to the listing of the shares on the Exchange;”;

- (viii) by deleting the word “106” in the last line of the existing definition of “ordinary resolution” in the existing Article 2 and substituting with the word “105”;

- (ix) by adding the following new definition of “published on the Exchange’s website” in the existing Article 2 after the definition of “published in the newspapers”:

““published on the Exchange’s website” shall mean published in such languages as may be designated by the Exchange on the Exchange’s website in accordance with the Listing Rules;”;

- (x) by deleting the words “Recognised Clearing House” in the existing definition of “Recognised Clearing House” in the existing Article 2 and substituting with the words “recognised clearing house”;

- (xi) by deleting the existing definition of “register” in the existing Article 2 in its entirety and substituting with the following:

““the register” shall mean the principal register and any branch register of shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board may determine from time to time;”;

- (xii) by adding the following new definition of “rights issue” in the existing Article 2 after the definition of “registration office”:

““rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;”;

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- (xiii) by deleting the existing definition of “writing” or “printing” in the existing Article 2 in its entirety and substituting with the following:

““writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;”;
- (xiv) by deleting the full stop in the existing definition of “words denoting the singular shall include the plural and words denoting the plural shall include the singular.” in the existing Article 2 and substituting with the words “; and”;
- (xv) by adding the new sub-paragraph containing the words “Sections 8 and 19 of the Electronic Transactions Law shall not apply.” at the end of the existing Article 2;
- (xvi) by adding the words “of a normal or par value” in the second line of the existing Article 3 after the words “into 2,000,000,000 shares”;
- (xvii) by deleting the words “,and that any holder of shares of the class present in person or by proxy may demand a poll” in the last line of the existing Article 6 after the words “issued shares of that class”;
- (xviii) by adding the words “or the Listing Rules” in the first line of the existing Article 8 after the words “not prohibited by any law”;
- (xix) by deleting the words “all or” in the third line of the existing Article 8 after the words “to purchase or otherwise acquire”;
- (xx) by adding the following new Article 8A after the existing Article 8:

“8A. The Board may accept the surrender for no consideration of any fully paid share.”;
- (xxi) by deleting the words “the Board may deem fit” in the last line of the existing Article 10 and substituting with the words “determined by a special resolution”;

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- (xxii) by adding the words of “, if any,” in the third line of the existing Article 13 after the words “specify the certificate(s) thereof.”;
- (xxiii) by adding the following new Article 20A after the existing Article 20:
- “20A. For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”;
- (xxiv) by deleting the existing Article 23 in its entirety and substituting with the following:
- “23. The register may, on 10 Business Days’ notice (or on 6 Business Days’ notice in the case of a rights issue) being given by announcement or advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 60 days in any year. The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 Business Days’ notice in accordance with the procedures set out in this Article.”;
- (xxv) by adding the following new Article 24A after the existing Article 24:
- “24A. In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.”;

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- (xxvi) by deleting the word “the” in the second line of the existing Article 25 after the words “without payment to receive, within” and substituting with the word “any”;
- (xxvii) by deleting the word “as” in the second line of the existing Article 25 after the words “relevant time limit”;
- (xxviii) by adding the words “published on the Exchange’s website or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement” in the third line of the existing Article 38 after the words “the members affected by notice”;
- (xxix) by adding the following new Article 48A after the existing Article 48:

“48A. Notwithstanding Articles 47 and 48, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”;
- (xxx) by deleting the existing Article 52 in its entirety and substituting with the following:

“52. Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”;

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(xxxi) by deleting the existing Article 53 in its entirety and substituting with the following:

“53. The registration of transfers may on 10 Business Days’ notice (or on 6 Business Days’ notice in the case of a rights issue) being given by announcement or advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement being published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 Business Days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of announcement or advertisement impossible, the Company shall comply with these requirements as soon as practicable.”;

(xxxii) by deleting the words “, on a poll,” in the third line of the existing Article 92 after the words “a proxy to attend and”;

(xxxiii) by deleting the existing Article 100 in its entirety and substituting with the following:

“100. At any general meeting a resolution put to the vote at the meeting shall be decided on a poll, save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”;

(xxxiv) by deleting the words “Unless a poll is so demanded and the demand is not withdraw” in the first line of the existing Article 101 before the words “, a declaration by the Chairman” and substituting with the words “Where a resolution is voted on by a show of hands as permitted under the Listing Rules”;

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(xxxv) by deleting the existing Article 102 in its entirety and substituting with the following:

“102. A poll shall (subject as provided in Article 104) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken”;

(xxxvi) by deleting Article 103 in its entirety and replacing with the word “Intentionally deleted”;

(xxxvii) by deleting the words “duly demanded” in the first line of the existing Article 104 after the words “Any poll”;

(xxxviii) by deleting the word “on” in the first line of the existing Article 104 after the words “of a meeting or”;

(xxxix) by deleting the existing Article 105 in its entirety and substituting with the following:

“105. In the case of an equality of votes, whether on a show of hands (where permitted by the Listing Rules and these Articles) or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.”;

(xl) by deleting the existing Article 107 in its entirety and substituting with the following:

“107. (a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, on a show of hands (where permitted by the Listing Rules and these Articles) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote, and on a poll every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to use all his votes or cast all his votes in the same way.

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- (b) Notwithstanding any other provision of these Articles:
 - (i) no relevant person (as defined below) (nor any Connected Person of that relevant person) shall be entitled to cast any vote in respect of shares beneficially owned by him or it in relation to any resolution in which he or it (or any of his or its Connected Persons) has a material interest and in relation to such a resolution all shares beneficially owned by that relevant person or his or its Connected Persons shall be ignored for all purposes in establishing whether or not a quorum is present as if such shares were not then in issue. For the purposes of this Article, a “relevant person” is any Director of the Company, the Custodian, the Manager or any investment adviser appointed by the Manager and every director of any such Custodian, Manager or investment adviser; and
 - (ii) where more than one proxy is appointed by a member which is a recognised clearing house (or its nominee), each such proxy shall have one vote on a show of hands (where permitted under the Listing Rules and these Articles) and is under no obligation to cast all his votes in the same way on a poll.”;
- (xli) by adding the words “(where permitted by the Listing Rules and these Articles)” in the third line of the existing Article 110 after the words “on a show of hands”;
- (xlii) by adding the words “, where a show of hands is permitted by the Listing Rules and these Articles” in the second last line in the existing Article 120 after the words “specified in such authorisation including”;
- (xliii) by adding the words “, notwithstanding any contrary provision contained in these Articles.” in the last line in the existing Article 120 after the words “on a show of hands”;
- (xliv) by adding the words “So long as shares of the Company are listed on the Exchange, the Board shall include such number of Independent Non-Executive Directors as the relevant code, rules or regulations applicable to the listing of any shares on the Exchange require.” in the first line of the existing Article 122 before the words “The number of Directors shall not be less than two.”;

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- (xlv) by adding a new sentence “The re-election of an Independent Non-Executive Director who has held such office for more than nine years shall require separate approval of an ordinary resolution of the members in general meeting and the Board shall provide reasons to the members prior to the general meeting as to why it believes such Independent Non-Executive Director is still independent and should be re-elected.” in the last line of the existing Article 123 after the words “by rotation pursuant to Article 157.”;
- (xlvi) by deleting the existing Article 135(g) in its entirety and substituting with the following:
 - “(g) if he shall be removed from office by an ordinary resolution of the members of the Company pursuant to Article 163.”;
- (xlvii) by deleting Article 139(c) in its entirety and replacing with the words “Intentionally deleted”;
- (xlviii) by deleting the word “Associates” in the first line of the existing Article 142 after the words “For the purpose of paragraph (c) of Article 139,” and substituting with the word “associates”;
- (xlix) by deleting the word “Associates” in the first line of the existing Article 149(a) after the words “make a loan to a Director or his” and substituting with the word “associates”;
- (l) by deleting the words “provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong” in the fifth line of the existing Article 166 after the words “from time to time determine”;
- (li) by deleting the existing Article 177 in its entirety and substituting with the following:
 - “177. Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a member of the Company with a substantial shareholding in the Company, or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”;

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- (lii) by adding a new sentence “The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting.” in the second line of the existing Article 225 after the words “until the next annual general meeting.”;

- (liii) by deleting the existing Article 227 in its entirety and substituting with the following:

“227. Except as otherwise provided in these Articles, any notice or document (including a share certificate) may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to the holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”;

- (liv) by adding the words “or, where relevant, by Electronic Signature” in the second line of the existing Article 235 after the words “by means of facsimile”; and

- (lv) by adding the following new Article 249 and Article 250 after the existing Article 248:

“TRANSFER BY WAY OF CONTINUATION

- 249. The Company shall, subject to the provisions of the Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

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MERGERS AND CONSOLIDATIONS

250. The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Law), upon such terms as the Directors may determine.”.

- (C) “**THAT** the Memorandum and Articles of Association of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in resolutions 5(A) and 5(B) above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings (if any) be approved and adopted as the new Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company with immediate effect.”

By Order of the Board

CHAU Wai Hing

Chairman and Executive Director

Hong Kong, 19 July 2012

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the principal place of business of the Company at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM 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 Shares shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not precludes you from attending and voting at the meeting (or any adjournment thereof) if you so wish and in such event, the instrument appointment a proxy shall be deemed to be revoked.
5. Pursuant to the Listing Rules, all the resolutions will be voted by way of poll.