
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 you should take, 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 Tysan Holdings Limited, you should at once hand this circular and the accompanying form of proxy, if any, 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.

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



TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 687)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE ADDITIONAL SHARES AND OTHER SECURITIES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Tysan Holdings Limited to be held at Marina Room II, 2nd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong, at 4:00 p.m. on Tuesday, 3 August 2010 is set out on pages 11 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 48 hours before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish.

2 July 2010

CONTENTS

	<i>Pages</i>
Responsibility Statement	ii
Expected Timetable	ii
Definitions	1
Letter from the Board of Directors	
1. Introduction	3
2. General Mandate to repurchase Shares	4
3. General Mandate to issue additional Shares	4
4. Re-election of Directors	5
5. Annual General Meeting	5
6. Notice of Annual General Meeting	5
7. Recommendation	5
Appendix I — Explanatory Statement	6
Appendix II — Details of Directors Proposed to be Re-elected	9
Appendix III — Procedure for Demanding a Poll	10
Notice of Annual General Meeting	11

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

EXPECTED TIMETABLE

2010

1. Latest time for lodging transfer in respect of Shares
in order to qualify for attending the Annual General
Meeting and for entitlement to the proposed final dividend . . . 4:30 p.m., Thursday, 29 July

2. Register of members closed (both dates inclusive) From Friday, 30 July
to Tuesday, 3 August

3. Latest time for lodging proxy forms for the
Annual General Meeting 4:00 p.m., Sunday, 1 August

4. Annual General Meeting 4:00 p.m., Tuesday, 3 August

DEFINITIONS

In this circular, unless the context indicates or specifies otherwise, the following expressions have the following meanings:

“Additional Mandate”	means the proposed general mandate to be granted to the Directors to extend the General Mandate by adding to it the aggregate nominal amount of Shares repurchased under the Shares Repurchased Mandate up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Annual General Meeting”	means the annual general meeting of the Company for the year 2010 to be held on Tuesday, 3 August 2010 or any adjournment thereof;
“associates”	bears the meaning ascribed to it under the Listing Rules;
“Board” or “Board of Directors”	means the board of Directors;
“Bye-laws”	means the Bye-laws of the Company;
“Clearing House”	means a recognized clearing house within the meaning of Part I of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Company”	means Tysan Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange;
“Directors”	means the directors of the Company, including the independent non-executive directors, and a “Director” means any one of the Directors;
“General Mandate”	means the proposed general mandate to be granted to the Directors to permit the allotment and issue of additional Shares and other securities of the Company of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Group”	means the Company and the Subsidiaries;
“HK\$”	means Hong Kong dollars, the lawful currency in Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of PRC;
“Latest Practicable Date”	means 28 June 2010, the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice”	means the notice of the Annual General Meeting as set out on pages 11 to 15 of this circular;
“Option”	means an option to subscribe for Shares on terms determined by the Directors pursuant to the share option scheme of the Company and for the time being subsisting;
“Option Holder”	means a person holding an Option;
“PRC”	means the People’s Republic of China;
“Securities Repurchase Rules”	means the provisions governing the repurchase of securities by listed companies as set out in the Listing Rules;
“Share(s)”	means share(s) of HK\$0.10 each in the share capital of the Company in issue as at the Latest Practicable Date and all and any other shares in issue from time to time and for the time being ranking pari passu therewith;
“Shares Repurchase Mandate”	means the general mandate to be granted by the Shareholders to the Directors to repurchase Shares as more particularly set out in the proposed Ordinary Resolution A in paragraph 5 of the Notice;
“Shareholder(s)”	means registered holder(s) of Share(s);
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Subsidiary” or “Subsidiaries”	means a subsidiary of the Company within the meaning of Section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or Section 86 of The Companies Act 1981 of Bermuda (as amended), whether incorporated in Hong Kong, Bermuda or elsewhere;
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers; and
“%”	means percent.

LETTER FROM THE BOARD OF DIRECTORS



TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code : 687)

Executive Directors:

Cheung Francis (*Chairman*)
Fung Chiu Chak, Victor
(Vice Chairman and Managing Director)
Chien David
Kwok Jennifer
Chiu Chin Hung
Wong Kay

Independent Non-Executive Directors:

Fan Chor Ho, Paul
Tse Man Bun
Lung Chee Ming, George

Registered office:

Clarendon House
Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

11th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

2 July 2010

To the Shareholders, and for information only, the Option Holders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE ADDITIONAL SHARES AND OTHER SECURITIES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the last annual general meeting of the Company held on 4 August 2009, ordinary resolutions were passed granting general mandates to the Directors to exercise the powers of the Company (1) to repurchase Shares in the share capital of the Company up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at 4 August 2009, (2) to issue, allot and deal with additional Shares and other securities of the Company up to an amount representing 20% of the aggregate nominal amount of the issued share capital of the Company as at 4 August 2009, and (3) conditional upon the granting of the aforesaid general mandates, to issue and allot additional Shares

LETTER FROM THE BOARD OF DIRECTORS

and other securities of the Company up to an amount representing the aggregate nominal amount of Shares repurchased under the aforesaid general mandate described in paragraph (1) above provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at 4 August 2009.

The aforesaid general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company to be held on Tuesday, 3 August 2010.

Accordingly the Directors propose to seek your approval at the Annual General Meeting to grant to the Directors similar general mandates, details of which are set out in the Notice convening the Annual General Meeting.

The purpose of this circular is to provide you with information on the proposed ordinary resolutions concerning such general mandates and the re-election of Directors.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general mandate, being the Shares Repurchase Mandate, to exercise the powers of the Company during the Relevant Period (as defined in the Notice) to repurchase Shares in the issued share capital of the Company up to a maximum amount of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting.

3. GENERAL MANDATE TO ISSUE ADDITIONAL SHARES

In addition to the above, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue and allot any additional Shares and other securities of the Company, an ordinary resolution will also be proposed at the Annual General Meeting to give to the Directors a general mandate, being the General Mandate, to issue and allot additional Shares and other securities of the Company, including warrants and debentures convertible into Shares up to a maximum amount of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting. As at the Latest Practicable Date, the number of Shares in issue was 848,315,903 Shares. On the basis of such figure, subject to the passing of the resolution granting the General Mandate, and assuming there is no issue or repurchase of Shares after the Latest Practicable Date up to and including the date of the Annual General Meeting, the Directors would be authorized under the General Mandate to allot and issue up to 169,663,180 additional Shares, representing 20% of the issued share capital of the Company. In addition, a resolution will be proposed to extend the General Mandate by way of the Additional Mandate, by adding to it the aggregate nominal amount of Shares repurchased under the Shares Repurchase Mandate, provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting.

LETTER FROM THE BOARD OF DIRECTORS

4. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, at each annual general meeting, other than the Chairman or the Managing Director one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not greater than one-third) shall retire from office by rotation provided that a retiring Director shall be eligible for re-election. In accordance with the said Bye-law, Miss Jennifer Kwok and Mr. Wong Kay shall retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election thereat.

5. ANNUAL GENERAL MEETING

Accordingly, at the Annual General Meeting, in addition to the matters under general business, by way of special business, ordinary resolutions will be proposed to approve the Shares Repurchase Mandate, the General Mandate, the Additional Mandate and the re-election of the aforesaid Directors.

6. NOTICE OF ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 11 to 15 of this circular. Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy not less than 48 hours before the time appointed for holding the Annual General Meeting, in accordance with the instructions printed thereon, to the Company's principal office in Hong Kong at 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong. The lodging of a form of proxy will not preclude a Shareholder from attending the Annual General Meeting and voting in person should he so wish.

7. RECOMMENDATION

Your Directors consider that the proposed Shares Repurchase Mandate, the General Mandate and the Additional Mandate and the re-election of the aforesaid Directors are in the best interests of the Company and the Shareholders as a whole, and also recommend you to vote in favour of all such resolutions being proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board of Directors of
Tysan Holdings Limited
Wong Suk Han, Kitty
Company Secretary

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the proposed Shares Repurchase Mandate.

1. NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the aggregate nominal value of the issued share capital of the Company amounted to HK\$84,831,590 comprising 848,315,903 Shares. Subject to the passing of Ordinary Resolution A as set out in paragraph 5 of the Notice and on the basis of such figures and that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Shares Repurchase Mandate to repurchase a maximum of 84,831,590 Shares. The aggregate nominal value of Shares which the Company is authorized to repurchase shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of the relevant resolution.

2. REASONS FOR REPURCHASE

The Directors believe that the Shares Repurchase Mandate affords the Company the flexibility and ability in pursuing the best interests for the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, be beneficial to the Shareholders by enhancing the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. SOURCE OF FUNDS

In repurchasing Shares of the Company, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Bye-laws and the applicable laws of Bermuda and the Listing Rules.

The Directors propose that such Shares repurchases, if and when to be effected, would be appropriately financed by the Company's internal resources and/or available banking facilities.

4. IMPACT ON WORKING CAPITAL

The Directors note that there might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the annual report of the Company for the year ended 31 March 2010) in the event that the Shares Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. Accordingly, the Directors only propose to exercise the Shares Repurchase Mandate during the proposed repurchase period when and to such an extent that the Directors determine, taking into account all prevailing relevant factors, that such repurchases and the extent thereof are in the best interest of the Company.

5. PRESENT INTENTION OF THE DIRECTORS AND ASSOCIATES

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

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of Shares pursuant to Ordinary Resolution A as set out in paragraph 5 of the Notice in accordance with the Listing Rules and the applicable laws of Bermuda.

7. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on exercise of the powers to repurchase Shares pursuant to the Shares Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert 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 the group comprising of Mr. Francis Cheung, Power Link Investments Limited and their family members and associates (the "**Power Link Group**") was collectively interested in 345,980,065 Shares representing approximately 40.78% of the Shares issued by the Company including Shares over which share options under the existing share option scheme of the Company have been granted to but are not yet exercised by Mr. Cheung. If the proposed Shares Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period, assuming that none of the outstanding share options are exercised and none of the members of the Power Link Group disposes of any of its Shares, the holdings of the Power Link Group in the Company would increase by more than 2% to 45.32% and therefore, the Power Link Group will be required under the Takeovers Code to make an offer for all the issued Shares to the Company. The Directors have no present intention to exercise the Shares Repurchase Mandate to the extent that would increase the proportionate interest in the Company of the Power Link Group by more than 2%. Save as aforesaid, the Directors are not otherwise aware of any consequence which may arise under the Takeovers Code as a result of any repurchase that would be made under the Shares Repurchase Mandate.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

The Directors have no present intention to repurchase any Shares pursuant to the Shares Repurchase Mandate.

9. CONNECTED PERSONS

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Shares Repurchase Mandate is approved by the Shareholders.

10. MARKET PRICES

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

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
June	1.00	0.75
July	0.94	0.81
August	1.32	0.94
September	1.19	0.97
October	1.23	1.05
November	1.74	1.10
December	1.73	1.26
2010		
January	1.40	1.13
February	1.20	1.06
March	1.41	1.10
April	1.29	1.18
May	1.22	1.05
June (up to and including 28 June)	1.36	1.05

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

To enable the Shareholders to make an informed decision on the re-election of the following Directors proposed to be re-elected at the Annual General Meeting, the particulars of the Directors concerned are set out hereinbelow for the Shareholders' information.

Miss KWOK Jennifer, aged 43, joined the Group in January 1997. Miss Kwok is an Executive Director of the Board of the Company and is also a director of various subsidiaries of the Company. She is primarily responsible for the Group's corporate planning and development, corporate finance and investment strategies. Miss Kwok has over 20 years' experience in the finance field specializing in corporate finance and direct investment. She holds a Master of Science Degree in Management from Massachusetts Institute of Technology Sloan School of Management.

Mr WONG Kay, aged 47, joined the Group in October 1996. Mr Wong is an Executive Director of the Board of the Company and is also a director of various subsidiaries of the Company. He is the General Manager in charge of the Group's PRC Shanghai Property Development Division and E & M Division in Hong Kong. He is primarily responsible for organizing and managing the operations of the Group's PRC Shanghai property development business and its E&M business in Hong Kong. Mr Wong has over 25 years' experience in the construction industry with more than 17 years in project management in the PRC.

Pursuant to Bye-law 66 of the Company's Bye-laws, a resolution put to the vote of a general meeting of the Company shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the Chairman; or
- (b) by at least three Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a Shareholder shall be deemed to be the same as a demand by the Shareholder concerned.

Pursuant to the amended Rule 13.39 of the Listing Rules which has become effective from 1 January 2009, any votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the Annual General Meeting will demand a poll for every resolution put forward at the Annual General Meeting pursuant to Bye-law 66 of the Company's Bye-laws.

The Company will appoint scrutineers to handle the vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the website of the Stock Exchange at <http://www.hkexnews.hk> and the Company's website at <http://www.tysan.com> on the business day next following the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING



TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code : 687)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Marina Room II, 2nd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong at 4:00 p.m. on Tuesday, 3 August 2010 for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 31 March 2010.
2. To declare a final dividend of HK\$0.03 per Share in respect of the year ended 31 March 2010 to Shareholders whose names appear on the Company's register of members on 3 August 2010.
3. (1) To re-elect the following Directors:-
 - (a) Miss Jennifer Kwok as an Executive Director; and
 - (b) Mr. Wong Kay as an Executive Director.
- (2) To authorize the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. Ernst & Young as Independent Auditors for the ensuing year and to authorize the Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without modification, the following proposed resolutions as Ordinary Resolutions by way of special business:

ORDINARY RESOLUTIONS

A. **"THAT**

- (1) subject to paragraph (2) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase fully paid up issued shares of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or on any other stock exchange on which shares of the Company may be listed and recognized by the Stock Exchange and the Securities and Futures Commission of Hong Kong for

NOTICE OF ANNUAL GENERAL MEETING

this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange applicable to the Company, as amended from time to time, be and is hereby generally and unconditionally approved;

- (2) the amount of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (1) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and
- (3) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

B. “THAT

- (1) subject to paragraph (3) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant and deal with additional shares in the capital of the Company, to allot, issue, grant and deal with other securities of the Company, including warrants and debentures convertible into shares of the Company, and to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall be in addition to (and shall not in any way prohibit or limit) any other authority or power of or given to the Directors of the Company, and shall authorize the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (3) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval or authority in paragraph (1) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of shares upon the exercise of the subscription rights attaching to any warrant of the Company; (c) an issue of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time or any securities which are convertible into shares of the Company; or (d) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors or employees of the Company and/or any of its subsidiaries of shares or rights of the Company, 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; and
- (4) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

C. “**THAT** subject to the passing of Ordinary Resolutions A and B set out in paragraph 5 of the notice convening this meeting, the general mandate to the Directors of the Company to allot, issue, grant and deal with additional shares and other securities of the Company pursuant to Resolution B set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the authority granted under Resolution A set out in paragraph 5 of the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the said Resolution A as set out in paragraph 5 of the notice convening this meeting.”

6. To transact any other business.

By Order of the Board
Wong Suk Han, Kitty
Company Secretary

Hong Kong, 2 July 2010

Notes:

1. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s principal office in Hong Kong at 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. With respect to Ordinary Resolutions 5A and 5C (being Ordinary Resolutions A and C set out in paragraph 5 of the Notice), approval is being sought from Shareholders for general mandates to be given to the Directors to repurchase shares and to issue additional shares not exceeding the aggregate number of shares so repurchased. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), an Explanatory Statement setting out the requisite information for your consideration of the proposed mandate to repurchase shares accompanies this notice and is contained in this circular.
4. With respect to the matters set out in Ordinary Resolution 5B (being Ordinary Resolution B in paragraph 5 of the Notice), a general mandate is being sought from Shareholders to authorize the allotment and issue of additional shares and other securities of the Company under the Listing Rules in order to provide flexibility to the Directors should it become desirable for the Company to exercise such powers. The Directors have no immediate plans to issue any additional share or other securities under the general mandate.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of Shareholders will be closed from 30 July 2010 to 3 August 2010 (both dates inclusive), during which period no transfer of shares of the Company will be registered. All transfers and relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 29 July 2010.