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WO KEE HONG (HOLDINGS) LIMITED

和記行（集團）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 720)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of WO KEE HONG (HOLDINGS) LIMITED (the “**Company**”) will be held at Function Room 4, 11/F, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Monday, May 28, 2012 at 10:00 a.m. or any adjournment thereof, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

1. To receive and consider the audited consolidated accounts and the reports of directors and auditors of the Company for the year ended December 31, 2011.
2. (A) To re-elect the following persons as directors of the Company (the “**Director(s)**”):
 - (i) Dr. Richard Man Fai LEE;
 - (ii) Ms. Kam Har YUE;
 - (iii) Mr. William Keith JACOBSEN; and
 - (iv) Mr. Kei Wah CHUA; and
- (B) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-elect Mr. Boon Seng TAN as a Director who has served the Company as an independent non-executive Director for more than nine (9) years and to authorise the board of Directors to fix the remuneration of Mr. Boon Seng TAN.
4. To approve HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS

5. As special business, to consider and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:–

(A) “**THAT**

- (a) subject to paragraph (b) of this resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as that term is defined below) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, and options (including warrants, bonds and debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of any of such powers during or after the end of the Relevant Period;
- (b) the aggregate nominal amount of the shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, other than pursuant to (i) a Rights Issue (as that term is defined below); or (ii) an issue of ordinary shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the company or any securities which are convertible into ordinary shares of the Company; or (iii) an issue of ordinary shares of the Company by way of script dividend pursuant to the Bye-laws of the Company from time to time; or (iv) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire, shares of the Company, shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; or
 - (iii) 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 laws, to be held; and

- (d) for the purpose of this resolution, “Rights Issue” means an offer of shares for subscription open for a fixed period by the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(B) **“THAT**

- (a) subject to paragraph (b) of this resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as that term is defined below) all the powers of the Company to purchase its shares in the share capital of the Company, subject to and in accordance with the applicable laws and regulations of Bermuda, the Bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
- (b) the aggregate nominal amount of the shares which may be purchased pursuant to the approval in paragraph (a) above shall not in total 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
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; or
 - (iii) 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 laws, to be held.”

- (C) “**THAT** conditional upon the resolutions number 5(A) and 5(B) contained in the notice convening this meeting being approved, the aggregate nominal amount of the shares in the capital of the Company which are to be repurchased by the Company pursuant to and in accordance with the resolution number 5(B) shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution number 5(A).”
6. As special business, to consider and, if thought fit, passing, with or without modification, the following resolutions, as ordinary resolutions:–
- (A) “**THAT** conditional upon the adoption of the new share option scheme (the “**New Share Option Scheme**”) of the Company in accordance with resolution number 6(B) being approved, the existing share option scheme (the “**Existing Share Option Scheme**”) of the Company adopted on May 30, 2002 be and is hereby terminated with effect from the date on which the New Share Option Scheme shall become unconditional and effective unless otherwise become lapsed pursuant to the rules of the Existing Share Option Scheme prior to such termination, and shall cease to have any further effect except that the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any option granted under the Existing Share Option Scheme prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the Existing Share Option Scheme.”
- (B) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the Company’s issued share capital on the date of this resolution) which may fall to be issued upon the exercise of options to be granted under the New Share Option Scheme, the rules of which are contained in the document marked “A” produced to the meeting and signed by the Chairman of the meeting for identification purposes, the New Share Option Scheme be and is hereby approved and adopted with effect from the date of passing this resolution, and the Directors be and are hereby authorized to grant options and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the New Share Option Scheme.”

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, passing, with or without modification, the following resolution as a special resolution:–

“THAT

- (A) the bye-laws of the Company currently in effect be and are hereby amended in the following manner:

- (a) By amending the existing Bye-law 1 in the following manner:–

- (i) by inserting the following new definition of “business day” immediately after the definition of “the Board”:–

““business day” shall mean a day on which the stock exchange in the Relevant Territory generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the stock exchange in the Relevant Territory is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal or black rainstorm warning, such day shall for the purposes of these Bye-laws be counted as a business day.”;

- (ii) by deleting the existing definition of “the Companies Act” in its entirety and replacing therewith the following new definition of “the Companies Act”:–

““the Companies Act” shall mean the Companies Act 1981 of Bermuda as may from time to time be amended.”;

- (iii) by inserting the following new definition of “Directors” immediately before the definition of “dividend”:–

““Director(s)” shall mean director(s) of the Company.”;

- (iv) by deleting the existing definition of “HK\$” in its entirety and replacing therewith the following new definition of “HK\$”:–

““HK\$” shall mean Hong Kong dollars, the lawful currency of Hong Kong.”;

- (v) by deleting the existing definition of “Listing Rules” in its entirety and replacing therewith the following new definition of “Listing Rules”:-

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).”;

- (vi) by inserting the following new definition of “substantial shareholder” immediately after the definition of “Statutes”:-

““substantial shareholder” shall mean a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company.”;

- (vii) by inserting the following new definition of “United States dollars” immediately after the definition of “Transfer Office”:-

““United States dollars” shall mean the United States of America dollars, the lawful currency of the United States of America.”;

- (viii) by deleting the existing definition of Special Resolution in its entirety and replacing therewith the following new definition of Special Resolution:-

“A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 63.”;

- (ix) by deleting the existing definition of Ordinary Resolution in its entirety and replacing therewith the following new definition of Ordinary Resolution:-

“A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 63.”;

(b) Bye-law 6.(A)

By deleting the existing bye-law 6.(A) in its entirety and replacing therewith the following new bye-law 6.(A):–

“6. (A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is HK\$350,000,000 divided into 17,500,000,000 shares of HK\$0.02 each.”

(c) Bye-law 7

By deleting the words “Hong Kong Dollars or United States Dollars” and replacing therewith the words “Hong Kong dollars or United States dollars” in the existing bye-law 7;

(d) Bye-law 40.(i)

By inserting the words “has been duly paid to the Company in respect thereof” immediately at the end of the existing bye-law 40.(i);

(e) Bye-law 44

By deleting the existing bye-law 44 in its entirety and replacing therewith the following new bye-law 44:–

“44. The registration of transfers may be suspended and the register closed, on giving notice by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory, at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares.”

(f) Bye-law 63

By deleting the existing bye-law 63 in its entirety and replacing therewith the following new bye-law 63:–

“63. An annual general meeting shall be called by notice of not less than twenty-one (21) clear days or not less than twenty (20) clear business days, whichever is later and any special general meeting at which the passing of a Special Resolution is to be considered shall be called by notice of not less than twenty-one (21) clear days or not less than ten (10) clear business days, whichever is later. All other special general meetings shall be called by notice of not less than fourteen (14) clear days or not less than ten (10) clear business days, whichever is later. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Act and the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:–

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.”;

(g) Bye-law 70

By deleting the existing bye-law 70 in its entirety and replacing therewith the following new bye-law 70:

“70. (A) At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the Chairman of the meeting may in good faith and in compliance with the Listing Rules allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

(B) Where a show of hands is allowed, before or on the declaration of the results of the show of hands, a poll may be demanded:

(i) by at least three members present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or

(ii) by any member or members present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or

(iii) by any member or members present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company 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 the shares conferring that right.

(C) Where a resolution is voted on by a show of hands under these Bye-laws and as permitted under the Listing Rules, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

(h) Bye-law 71

By deleting the existing bye-law 71 in its entirety and replacing therewith the following new bye-law 71:–

“71. A poll shall (subject as provided in Bye-Law 72) 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 thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded 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.”;

(i) Bye-law 72

By deleting the words “duly demanded” in the existing bye-law 72;

(j) Bye-law 73

By inserting the words “required or” immediately before the word “demanded” in the existing bye-law 73;

(k) Bye-law 74

By deleting the existing bye-law 74 in its entirety and replacing therewith the word “[Deleted]”;

(l) Bye-law 76.(A)

By deleting the words “on a show of hands every member who is present in person or by a duly authorised corporate representative” and replacing therewith the words “where a show of hands is allowed every member who is present in person or by a duly authorised corporate representative or by proxy” in the existing bye-law 76.(A);

(m) Bye-law 81

By deleting the word “excluding” and replacing therewith the word “including” in the last sentence of the existing bye-law 81;

(n) Bye-law 83

By inserting the word “required or” immediately before the word “demanded” in the existing bye-law 83;

(o) Bye-law 84

By inserting the words “(provided that this shall not preclude the use of the two-way form)” immediately after the last sentence of the existing bye-law 84;

(p) Bye-law 92

By deleting the existing bye-law 92 in its entirety and replacing therewith the following new bye-law 92:–

“92. “Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.”;

(q) Bye-law 96.(B)

By deleting the words “director or past director of the Company” and replacing therewith the words “Director or past Director”; and by deleting the words “director is” and replacing therewith the words “Director is” in the existing bye-law 96.(B);

(r) Bye-law 97.(B)

By deleting the word “director” and replacing therewith the word “Director” in the existing bye-law 97.(B);

(s) Bye-law 98

(i) By deleting the existing bye-law 98.(H)(iii) in its entirety and replacing therewith the word “[Deleted]”;

(ii) By deleting the existing bye-law 98.(I) in its entirety and replacing therewith the word “[Deleted]”;

(t) Bye-law 120

By deleting the existing bye-law 120 in its entirety and replacing therewith the following new bye-law 120:–

“120. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Bye-Law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone, electronic or similar communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.”;

(u) Bye-law 121

By deleting the existing bye-law 121 in its entirety and replacing therewith the following new bye-law 121:–

“121. A Director may, and the Secretary on the request of a Director shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine. A Director may waive notice of any meeting either prospectively or retrospectively.”;

(v) Bye-law 127

By deleting the word “director” and replacing therewith the word “Director” in the existing bye-law 127;

(w) Bye-law 128

By deleting the word “directors” and replacing therewith the word “Directors” in the existing bye-law 128;

(x) Bye-law 129

By inserting the following sentence immediately after the last sentence of the existing bye-law 129:–

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”;

(y) Bye-law 144

By deleting the existing bye-law 144 in its entirety and replacing therewith the following new bye-law 144:–

“144. “Notice of the declaration of an interim dividend shall be given in the Relevant Territory in accordance with the Listing Rules but subject to the provisions of these Bye-Laws and in such other territory or territories as the Board may determine and in such manner as the Board shall determine.”;

(z) Bye-law 162.(B)

By deleting the existing bye-law 162.(B) in its entirety and replacing therewith the following new bye-law 162.(B):–

“(B) Every balance sheet of the Company shall be signed on behalf of the Board by two Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report or a Summary Financial Report in place of the Directors’ report and the Auditors’ report (provided that prior consent has been obtained from the member and to the extent as permissible under the Companies Act and other applicable laws, rules, regulations and the Listing Rules), shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and every person registered under Bye-Law 46 and every other person entitled to receive notices of general meetings of the Company under the provisions of these Bye-laws, provided that this Bye-Law shall not require a copy of those documents to be sent, served or

otherwise made available to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any member or holder of debentures to whom a copy of those documents has not been sent, served or otherwise made available to shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.”;

(aa) Bye-law 163.(B)

By deleting the words “Annual General Meeting” and replacing therewith the words “annual general meeting” in the last sentence of the existing bye-law 163.(B);

(bb) New Bye-law 166A

By inserting the following new bye-law 166A immediately after the existing bye-law 166:–

“166A. Subject to the provisions of the Companies Act and notwithstanding anything in these Bye-Laws or in any agreement between the Company and the Auditors, the Company may, by a Special Resolution passed at a general meeting of which notice specifying the intention to pass such resolution was given, remove the Auditors before the expiration of their term of office and shall by a majority of the votes cast at that meeting appoint another Auditors for the remaining term of the Auditors so removed provided that, not less than twenty one clear days before the date of the general meeting, notice in writing of the proposed resolutions is given to the incumbent Auditors and to the Auditors proposed to be appointed at such general meeting. The Company must allow the Auditors to attend the general meeting and make written and/or verbal representation to members at the general meeting.”;

(cc) Bye-law 167

By deleting the existing bye-law 167 in its entirety and replacing therewith the following new bye-law 167:–

“167. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or may also be served by advertisement in appointed newspapers or in the Newspapers or, to the extent permitted by the applicable laws, by publishing it on the Company’s website or the website of the stock exchange in the Relevant Territory, and giving to the member a notice notifying that the notice or other document has been so published (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above other than by publishing it on a website. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;

(dd) Bye-law 169

(i) By inserting the words “or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules)” immediately after the words “Any notice” in the existing bye-law 169.(A);

- (ii) By deleting the existing bye-law 169.(B) in its entirety and replacing therewith the following new bye-law 169.(B):–

“(B) Any notice or other document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) published by way of advertisement in the Newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) published on a website shall be deemed given by the Company to a member on the later of (i) the date on which a notice of availability is deemed served on such member and (ii) the date on which such notice or document was published on the website.”;

- (iii) By inserting the following new bye-law 169.(C) immediately after bye-law 169.(B):–

“(C) If served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.”;

(ee) Bye-law 182

- (i) By deleting the word “director” after the word “alternate” and replacing therewith the word “Director” in the existing bye-law 182.(v);
- (ii) By deleting the word “director” after the words “appoint a” and replacing therewith the word “Director” in the existing bye-law 182.(vii).”; and

(B) subject to the passing of the special resolution number 7(A) set out in this notice, the amended and restated bye-laws of the Company consolidating all of the proposed amendments referred to in special resolution number (A) above and all amendments made pursuant to resolutions passed by shareholders of the Company at previous general meetings produced at the annual general meeting and marked “B” and signed by the Chairman of the meeting for identification purposes be adopted in substitution for, and to the exclusion of, the existing Bye-laws of the Company with effect from the date of passing such resolution, and that any one Director be and is hereby authorized to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the adoption of the amended and restated bye-laws of the Company.”

By order of the Board
WO KEE HONG (HOLDINGS) LIMITED
Tik Tung WONG
Company Secretary

Hong Kong, April 25, 2012

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal office in Hong Kong:
28/F, King Palace Plaza
No. 52A Sha Tsui Road
Tsuen Wan, New Territories
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting 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 share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong at 28/F, King Palace Plaza, No. 52A Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the proxy form, it will be deemed to have been revoked.
5. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the meeting.
6. The Chinese version of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.

As at the date of this notice, the Board comprises Dr. Richard Man Fai LEE (Executive Chairman and Chief Executive Officer), Mr. Jeff Man Bun LEE, Mr. Tik Tung WONG, Mr. William Keith JACOBSEN and Mr. Kei Wah CHUA, all of whom are executive Directors; Ms. Kam Har YUE, who is a non-executive Director; Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG and Mr. Peter Pi Tak YIN, all of whom are independent non-executive Directors.

** for identification purposes only*