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

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

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ALLAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 684)

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

A notice convening an annual general meeting of the Company to be held at 3:45 p.m. on 21 August 2013 at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong is set out on pages 11 to 14 of this circular. A form of proxy is also enclosed.

If you are not able to attend and vote at the annual general meeting, you are requested to complete the enclosed proxy form and return it to the office of the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the annual general meeting or any adjourned meeting should you so wish.

8 July 2013

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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 held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 21 August 2013 at 3:45 p.m., to consider and, if appropriate, to approve the Ordinary Resolutions, or any adjournment thereof;
“AGM Notice”	the notice of the AGM despatched to the Shareholders together with this circular;
“associate”	has the same meaning ascribed in the Listing Rules;
“Benchmarked Price”	a price which is the higher of: <ul style="list-style-type: none">(a) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of signing of the agreement to which the transaction relates; and(b) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five trading days immediately preceding the earlier of:<ul style="list-style-type: none">(i) the date of signing of the agreement to which the transaction relates;(ii) the date on which the relevant transaction is announced; and(iii) the date on which the price of the Shares to be issued pursuant to the transaction is fixed;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“Company”	Allan International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 684);
“connected person”	has the same meaning ascribed in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 8 August 2012 to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at 8 August 2012;
“Latest Practicable Date”	27 June 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolutions”	the ordinary resolutions to be proposed and passed at the AGM as set out in the AGM Notice;
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate;
“Repurchase Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 8 August 2012 to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 8 August 2012;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary share capital of the Company;
“Shareholder(s)”	registered holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	has the same meaning ascribed in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong.

LETTER FROM THE BOARD



ALLAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 684)

Executive Directors:

Mr. Cheung Lun (*Chairman*)
Mr. Cheung Shu Wan (*Managing Director*)
Ms. Cheung Lai Chun, Maggie
Ms. Cheung Lai See, Sophie
Mr. Cheung Pui

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Dr. Chan How Chun
Mr. Lai Ah Ming, Leon
Professor Lo Chung Mau

*Head Office and Principal Place of
Business in Hong Kong:*

12th Floor
Zung Fu Industrial Building
1067 King's Road
Quarry Bay
Hong Kong

8 July 2013

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the Ordinary Resolutions to be proposed at the AGM for the granting to the Directors of general mandates to issue and repurchase Shares and re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 8 August 2012, ordinary resolutions were passed granting the Issue Mandate and the Repurchase Mandate to the Directors. In accordance with the provisions of the Listing Rules and the terms of the Issue Mandate and the Repurchase Mandate, the Issue Mandate and the Repurchase Mandate will lapse at the conclusion of the AGM.

Resolutions numbered 5 and 6 as set out in the AGM Notice will be proposed at the AGM to grant to the Directors a general mandate:

- (a) to allot, issue and deal with Shares not exceeding:
 - (i) in the case of an allotment and issue of Shares for cash (other than an allotment and issue of Shares pursuant to a rights issue), 5% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM; and
 - (ii) in the case of an allotment and issue of Shares other than for cash, 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM (less Shares (if any) issued pursuant to the general mandate granted pursuant to sub-paragraph (i) above),

provided that, in any event, any Shares to be allotted and issued pursuant to this general mandate shall not be allotted and issued at a discount of 5% or more to the Benchmarked Price of the Shares; and

- (b) to repurchase Shares the aggregate amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

Subject to the passing of resolutions numbered 5 and 6 as set out in the AGM Notice, resolution numbered 7 will be proposed to extend the general mandate granted to the Directors pursuant to resolution numbered 5 by adding to it the aggregate nominal amount of the issued share capital repurchased by the Company pursuant to the Proposed Repurchase Mandate.

Based on the number of Shares in issue of 335,432,520 as at the Latest Practicable Date and assuming that such issued share capital remains unchanged at the date of the AGM, the maximum number of Shares which may be issued pursuant to the general mandate granted to the Directors under resolution numbered 5 will not exceed 67,086,504 Shares, being 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

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

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to bye-law 87 of the Bye-laws, Mr. Cheung Pui and Mr. Lai Ah Ming, Leon will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

A brief biography of each of Mr. Cheung Pui and Mr. Lai Ah Ming, Leon and other relevant particulars are set out as follows:

Mr. Cheung Pui, aged 65, is the Executive Director of the Company and joined the Group in 1963. He has over 45 years of experience in the plastic injection moulding industry. He is responsible for all technical aspects of plastic injection moulding activities of the Group and is a director of Allan Electric Mfg. Limited, Allan International Limited, Allan Plastic Mfg. Limited, Allan Toys Manufacturing Limited, Ever Sources Investment Limited, Ngai Shing (Far East) Plastic & Metalwares Factory Ltd., Warran Electric Manufacturing Limited, all being subsidiaries of the Company. He is also a director and a shareholder of Allan Investment Co. Ltd., a Controlling Shareholder of the Company (as defined in the Listing Rules), holding 11 per cent. of its entire issued share capital. Mr. Cheung is the nephew of Mr. Cheung Lun, who is the chairman of the Company and he is also the cousin of Mr. Cheung Shu Wan, Ms. Cheung Lai Chun, Maggie and Ms. Cheung Lai See, Sophie, all of whom are the Executive Directors of the Company. He has not held any directorship in other public companies during the last three years.

Mr. Cheung has entered into a service contract with the Company for a term of 3 years subject to the retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. He is entitled to a fixed basic salary and an additional discretionary bonus based on a combination of individual and corporate performance. With his executive position, Mr. Cheung is not entitled to any director's fee otherwise available to non-executive directors.

Save as disclosed herein, Mr. Cheung does not have any relationships with any other Directors, senior management of the Company, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, Mr. Cheung was interested in 1,000,000 Shares. Save as disclosed herein, as at the Latest Practicable Date, Mr. Cheung does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and/or its associated corporations (with the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Lai Ah Ming, Leon, aged 56, was appointed as an Independent Non-Executive Director in December 1995. He is the chairman of the remuneration committee and a member of audit committee of the Company. He is a solicitor majoring in commercial and property works. Mr. Lai has not held any directorship in other public companies during the last three years.

Mr. Lai does not have any relationships with any other Directors, senior management of the Company, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

LETTER FROM THE BOARD

There is no service agreement between the Company and Mr. Lai as acting as Independent Non-Executive Director since 1995 but Mr. Lai is entitled to receive an annual directors' fee of HK\$100,000 for the financial year ended 31 March 2013. The director's fee was determined by the Board based on the Group's remuneration policies, which has been reviewed by the remuneration committee.

As at the Latest Practicable Date, Mr. Lai does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and/or its associated corporations (with the meaning of Part XV of the SFO).

Pursuant to paragraph A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, any further appointment of an independent non-executive director in excess of nine years should be subject to a separate resolution to be approved by shareholders. Mr. Lai was appointed as an independent non-executive director of the Company in 1995 and has served on the Board for more than nine years. In accordance with Bye-law 87 of the Bye-laws, Mr. Lai should retire at the AGM. Nevertheless, the Board recommends the Shareholders to vote in favour of the resolution to re-elect Mr. Lai as an independent non-executive director of the Company for a further term of three years. Mr. Lai has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. There is no evidence that the independence of Mr. Lai, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by his length of service to the Company. The Board is confident that Mr. Lai will continue to make valuable contribution to the Company by providing his balanced and objective views to the Board. Mr. Lai has also provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board therefore comes to the view that Mr. Lai should be re-elected for a further term at the AGM.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

VOTING BY POLL

Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for all the resolutions set out in the AGM Notice. After the conclusion of the AGM, the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.allan.com.hk).

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 enquiries, 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 that the proposals relating to the granting of general mandates to issue and repurchase Shares and re-election of Directors are in the best interests of the Company and its shareholders as a whole and accordingly recommends you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Cheung Lai See, Sophie
Director

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

LISTING RULES FOR REPURCHASE OF SHARES

The relevant sections of the Listing Rules which permit companies with primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions are summarised below:

SOURCE OF FUNDS

Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company was incorporated or otherwise established.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 335,432,520. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 33,543,252 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2013, being the date to which the latest published audited financial statements of the Company were made up. The Directors do not propose to exercise the Proposed Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months preceding the Latest Practicable Date.

Month	Share prices	
	Highest HK\$	Lowest HK\$
2012		
June	2.10	1.85
July	2.12	2.04
August	2.11	1.90
September	1.91	1.76
October	2.12	1.86
November	2.26	2.00
December	2.27	2.10
2013		
January	2.39	2.22
February	2.62	2.29
March	2.64	2.50
April	2.55	2.49
May	2.64	2.45
June (up to and including the Latest Practicable Date)	2.69	2.36

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates currently intend to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved.

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

No connected person 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 Proposed Repurchase Mandate is approved.

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

As at the Latest Practicable Date, the trustee of The Cheung Lun Family Trust (the beneficiaries of which include Mr. Cheung Shu Wan, Ms. Cheung Lai Chun, Maggie, Ms. Cheung Lai See, Sophie and other family members other than spouse) and other parties associated with the Cheung family hold directly or indirectly 60.37% of the issued share capital of the Company.

In the event that the Directors shall exercise the Proposed Repurchase Mandate in full and assuming there is no change in the issued share capital of the Company as at the date of passing the relevant resolution granting the Proposed Repurchase Mandate, the interest of the trustee of The Cheung Lun Family Trust and other parties associated with the Cheung family would be increased to approximately 67.07%. To the best knowledge of the Directors, these situations would not give rise to any consequences under the Takeovers Code and at least 25% of the issued share capital of the Company would still remain in public hands.

The Company has not repurchased any Shares on the Stock Exchange in the six months preceding the date of this circular.

NOTICE OF ANNUAL GENERAL MEETING



ALLAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 684)

NOTICE IS HEREBY GIVEN that the annual general meeting of Allan International Holdings Limited (the “**Company**”) will be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 21 August 2013 at 3:45 p.m. for the purpose of transacting the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2013;
2. To declare a final dividend of HK10.3 cents per share for the year ended 31 March 2013;
3.
 - (a) To re-elect Mr. Cheung Pui as an executive director of the Company;
 - (b) To re-elect Mr. Lai Ah Ming, Leon as an independent non-executive director of the Company;
 - (c) To authorise the board of directors of the Company to fix the remuneration of the directors;
4.
 - (a) To re-appoint auditors;
 - (b) To authorise the board of directors of the Company to fix the remuneration of the auditors;

and, as special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

5. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company; or
 - (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company;

shall not exceed:

- (A) in the case of an allotment and issue of Shares for cash, 5% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution; and
- (B) in the case of an allotment and issue of Shares other than for cash, 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution (less Shares (if any) issued pursuant to the general mandate granted pursuant to subparagraph (A) of this resolution);

provided that, in any event, any Shares to be allotted and issued by the Directors pursuant to the approval granted under this resolution shall not be issued at a discount of 5% or more to the Benchmarked Price (as hereinafter defined) of the Shares, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“**Benchmarked Price**” shall be a price which is the higher of:

- (i) the closing price of the Shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited on the date of signing of the agreement to which the transaction relates; or

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the average closing price of the Shares as stated in the daily quotations sheets of The Stock Exchange of Hong Kong Limited for the five trading days immediately preceding the earliest of:
 - (A) the date of signing of the agreement to which the transaction relates;
 - (B) the date on which the relevant transaction is announced; or
 - (C) the date on which the price of the Shares to be issued pursuant to the transaction is fixed;

“**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 expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (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).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share Repurchases, and subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares which may be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 law or the bye-laws of the Company to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company (“**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board
Cheung Lai See, Sophie
Director

Hong Kong, 8 July 2013

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at 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 office of the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. All voting by the members at the meeting shall be conducted by way of poll.