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If you have sold or transferred all your shares in Tomorrow 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TOMORROW INTERNATIONAL HOLDINGS LIMITED

明日國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00760)

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

A notice convening an annual general meeting of the Company to be held at Room 1211, 12th Floor, New World Tower 1, No. 18 Queen's Road Central, Hong Kong on Friday, 11 June 2010 at 12:00 noon is set out on pages 11 to 15 of this circular.

A form of proxy for use at the annual general meeting is enclosed herewith. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.

30 April 2010

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1211, 12th Floor, New World Tower 1, No. 18 Queen’s Road Central, Hong Kong on Friday, 11 June 2010 at 12:00 noon, notice of which is set out on pages 11 to 15 of this circular, or any adjournment thereof
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Tomorrow International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	27 April 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the Annual General Meeting as set out on pages 11 to 15 of this circular

DEFINITIONS

“Repurchase Mandate”	the proposed general mandate to repurchase Shares to be granted to the Directors at the Annual General Meeting
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No. 4(B) under the Notice
“Share Issue Mandate”	the proposed general mandate to issue Shares to be granted to the Directors at the Annual General Meeting
“Share(s)”	share(s) of HK\$0.004 each in the existing share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent



TOMORROW INTERNATIONAL HOLDINGS LIMITED

明日國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00760)

Executive Directors:

Mr. Yau Tak Wah, Paul

Ms. Louie Mei Po

Ms. Wong Shin Ling, Irene

Ms. Liu Yee Nee

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors:

Mr. Ng Wai Hung

Mr. Cheung Chung Leung, Richard

Mr. Wu Wang Li

Head office and principal place

of business in Hong Kong

Room 1211, 12th Floor

New World Tower 1

18 Queen's Road Central

Hong Kong

30 April 2010

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting to be held on 11 June 2010 and to provide you with information regarding the ordinary resolutions to be proposed at the Annual General Meeting relating to the granting to the Directors of the Share Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting, ordinary resolutions will be proposed: (i) granting to the Directors a general mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of the Annual General Meeting and (ii) subject to the passing of the proposed ordinary resolutions to approve the Share Issue Mandate and the Repurchase Mandate at the Annual General Meeting, to extend the Share Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 2,247,682,010 Shares in issue. Subject to the passing of the proposed ordinary resolution to approve the Share Issue Mandate set out in the resolution No. 4(A) under the Notice and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to issue and allot up to a maximum of 449,536,402 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date.

The Directors wish to state that they have no present intention of exercising the Share Issue Mandate to allot and issue new Shares.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 10 June 2009, a general mandate was given by the Shareholders to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting. An explanatory statement as required under Rule 10.06 of the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix to this circular.

The Directors wish to state that they have no present intention of exercising the Repurchase Mandate to repurchase Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed, under the Repurchase Mandate, to repurchase up to a maximum of 224,768,201 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date.

The authority conferred by the Repurchase Resolution will continue in force 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 the Bye-Laws or any applicable laws to be held; or (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in the Repurchase Resolution.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised four executive Directors, namely, Mr. Yau Tak Wah, Paul, Ms. Louie Mei Po, Ms. Wong Shin Ling, Irene and Ms. Liu Yee Nee and three independent non-executive Directors, namely, Mr. Ng Wai Hung, Mr. Cheung Chung Leung, Richard and Mr. Wu Wang Li.

Pursuant to the Bye-laws and the Code on Corporate Governance Practices, Ms. Wong Shin Ling, Irene, Ms. Liu Yee Nee and Mr. Ng Wai Hung shall retire from office at the Annual General Meeting and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical details of the Directors who are proposed to be re-elected at the Annual General Meeting are as follows:

Ms. WONG Shin Ling, Irene (“Ms. Wong”) – aged 49, appointed as an executive Director. Ms. Wong is responsible for the management and administration of the Group. Ms. Wong has over 16 years of experience in the field of property development and management. She joined the Group in February 2000. She is also a director in other members of the Group. Ms. Wong had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

Ms. LIU Yee Nee (“Ms. Liu”) – aged 44, appointed as an executive Director, Qualified Accountant, Company Secretary and Authorised Representative of the Company. Ms. Liu holds a Master Degree of Business from the Hong Kong University of Science & Technology and is a member of The Chartered Institute of Management Accountants, The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants, The Institute of Chartered Secretaries & Administrators and The Hong Kong Institute of Company Secretaries and has over 21 years experience in the field of accounting and management. Ms. Liu joined the Group in August 2007. Ms. Liu is an executive director of King Stone Energy Group Limited (stock code: 00663). Save as disclosed herein, Ms. Liu had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

Mr. NG Wai Hung (“Mr. Ng”) – aged 46, appointed as an independent non-executive Director, is a practicing solicitor and a partner at Iu, Lai & Li, a Hong Kong firm of solicitors and notaries. Mr. Ng has extensive experience in the areas of Securities Law, Corporate Law and Commercial Law in Hong Kong and has been involved in initial public offerings of securities in Hong Kong as well as corporate restructuring, mergers and acquisitions and takeovers of listed companies. He frequently advises multinational and Hong Kong corporations on private equity investments, joint ventures as well as regulatory compliance. He joined the Group in March 2000 and is also an independent non-executive director of KTP Holdings Limited (stock code: 00645), Fortune Sun (China) Holdings Limited (stock code: 00352) and Hycomm Wireless Limited (stock code: 00499). Mr Ng was an independent non- executive director of King Stone Energy Group Limited (formerly

LETTER FROM THE BOARD

known as Yun Sky Chemical (International) Holdings Limited) (stock code: 00663) until 2 February 2010. Save as disclosed herein, Mr. Ng had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Wong held 13,000,000 Shares and was granted share option to subscribe 22,470,000 Shares at the exercise price of HK\$0.296 per Share. Save as disclosed herein, as at the Latest practicable Date, none of the above Directors have any interest in the share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong). Save as being Directors, each of Ms. Wong, Ms. Liu and Mr. Ng does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company (as defined under the Listing Rules).

As at the Latest Practicable Date, none of the above Directors have entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation, and none of them are appointed for a specific term. Each of their appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws. For the year ended 31 December 2009, Ms. Wong, Ms. Liu and Mr. Ng received an emolument of HK\$120,000, HK\$1,203,000 and HK\$180,000 respectively. The emoluments of Ms. Wong, Ms. Liu and Mr. Ng are determined by the Board with reference to the remuneration benchmark of the industry and the prevailing market conditions.

Save as disclosed above, in relation to the re-election of Ms. Wong, Ms. Liu and Mr. Ng as Directors, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

ANNUAL GENERAL MEETING

The Notice, which contains, inter alia, ordinary resolutions to approve the Share Issue Mandate and the Repurchase Mandate and to re-elect retiring Directors, is set out on pages 11 to 15 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting thereof (as the case may be) should you wish to do so.

LETTER FROM THE BOARD

None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-laws.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

RECOMMENDATION

The Directors consider that the grant of the Share Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors are all in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the resolutions set out in the Notice.

Yours faithfully,
By order of the Board of
Tomorrow International Holdings Limited
Yau Tak Wah, Paul
Chairman

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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,247,682,010 fully paid up Shares of HK\$0.004 each. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 224,768,201 fully paid up Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Resolution is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of 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 the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the Companies Act. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

It is expected that the Company will fund any repurchase of Shares from its available internal resources. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2009) in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing position of the Company as may be determined by the Directors from time to time to be appropriate for the Company.

4. DISCLOSURE OF INTEREST

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

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Company is authorized to make repurchases of its own shares and the Repurchase Mandate is approved by Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that if they shall exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate they will exercise the same in accordance with the Listing Rules, the laws of Bermuda and all applicable laws.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest HK\$	Lowest HK\$
2009		
April	0.25	0.171
May	0.23	0.185
June	0.70	0.185
July	0.74	0.48
August	0.74	0.52
September	0.71	0.53
October	0.60	0.50
November	0.66	0.43
December	0.51	0.31
2010		
January	0.485	0.39
February	0.52	0.38
March	0.51	0.415
April (up to and including the Latest Practicable Date)	0.485	0.405

7. SHARE REPURCHASE MADE BY THE COMPANY

There have been no repurchases by the Company, or any of its subsidiaries, of any Shares in the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. EFFECT OF THE TAKEOVERS CODE

If as a result of the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer for all Shares not already owned by them or their concert parties in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, having made all reasonable enquiries, Winspark Venture Limited (a company wholly and beneficially owned by Mr. Chan Yuen Ming) together with its associates held 996,509,340 Shares, representing approximately 44.33% of the issued share capital of the Company, and was the only substantial shareholder holding more than 10% of the issued share capital of the Company. On the basis that no further Shares are issued or repurchased and in the event that the Directors should exercise in full power to purchase Shares under the Repurchase Mandate, the shareholding of Winspark Venture Limited, together with its associates, in the Company would be increased to approximately 49.26% of the issued share capital of the Company. Such an increase would be treated as an acquisition for the purpose of the Takeovers Code and, when exceeding the 2% creeper, give rise to an obligation of Winspark Venture Limited to make a general offer under Rule 26 of the Takeovers Code. Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase Shares under the Repurchase Mandate. The Directors have no present intention of exercising the Repurchase Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TOMORROW INTERNATIONAL HOLDINGS LIMITED

明日國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00760)

NOTICE IS HEREBY GIVEN that the annual general meeting of Tomorrow International Holdings Limited (the “Company”) will be held at Room 1211, 12th Floor, New World Tower 1, No. 18 Queen’s Road Central, Hong Kong on Friday, 11 June 2010 at 12:00 noon for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited financial statements, the directors’ report and the auditors’ report for the year ended 31 December 2009.
2.
 - (A) To re-elect Ms. Wong Shin Ling, Irene as an executive director of the Company;
 - (B) To re-elect Ms. Liu Yee Nee as an executive director of the Company;
 - (C) To re-elect Mr. Ng Wai Hung as an independent non-executive director of the Company; and
 - (D) To authorize the board of directors to fix their remuneration.
3. To re-appoint Messrs Grant Thornton as the auditors of the Company and to authorize the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
 - (A) “**THAT:**
 - (a) subject to sub-paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options, including warrants, bonds, notes and debentures convertible into shares of the Company which would or might require the exercise of such power, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in sub-paragraph (a) above shall be in addition to any authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company 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 in sub-paragraphs (a) and (b) above, otherwise than (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) any issue of shares of the Company on the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any bonds, notes, debentures and securities which are convertible into shares of the Company; or (iii) an issue of shares of the Company under any share option scheme or similar arrangement providing for the grant to employees (including directors) of the Company and/or any of its subsidiaries of the rights to subscribe for shares of the Company; or (iv) an issue of shares of the Company in lieu of the whole or part of a dividend on share in accordance with the bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the bye-laws of the Company or any applicable laws of Hong Kong to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares of the Company 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 law of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to sub-paragraph (b) 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 shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for 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 any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraphs (a) and (b) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) 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 of Hong Kong to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT**, conditional upon resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting being passed, the aggregate nominal amount of the issued shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company pursuant to and in accordance with the said resolution numbered 4(B) above shall be added to the aggregate nominal amount of the share capital that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this meeting.”

By Order of the Board of
Tomorrow International Holdings Limited
Yau Tak Wah, Paul
Chairman

Hong Kong, 30 April 2010

As at the date of this notice, the Executive Directors of the Company are Mr. Yau Tak Wah, Paul, Ms. Louie Mei Po, Ms. Wong Shin Ling, Irene and Ms. Liu Yee Nee and the Independent Non-Executive Directors of the Company are Mr. Ng Wai Hung, Mr. Cheung Chung Leung, Richard and Mr. Wu Wang Li.

Head Office and Principal Place of Business:

Room 1211, 12th Floor
New World Tower I
18 Queen's Road Central
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A shareholder entitled to attend and vote at the meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person should they so wish.