
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Digital China Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



神州数码
Digital China

DIGITAL CHINA HOLDINGS LIMITED

(神州數碼控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00861)

**GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF THE NEW SHARE OPTION SCHEME,
PROPOSED AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM is set out on pages 38 to 53 of this circular. If you are not able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus 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 AGM or any adjourned meeting thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish.

* For identification purpose only

4 July 2011

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. Issue Mandate and Repurchase Mandate	5
3. Re-election of Directors	5
4. Adoption of the New Share Option Scheme	6
5. Proposed Amendments to the Bye-laws	7
6. AGM	8
7. Voting at the AGM	8
8. Recommendation	8
9. Responsibility Statement	9
10. Documents Available for Inspection	9
11. General Information	9
Appendix I — Explanatory Statement for the Repurchase Mandate	10
Appendix II — Particulars of Directors subject to Re-election	13
Appendix III — Summary of the Principal Terms of the New Share Option Scheme .	17
Appendix IV — Summary of the Proposed Amendments to the Existing Bye-laws ...	28
Notice of AGM	38

DEFINITIONS

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

“Adoption Date”	the date on which the New Share Option Scheme is deemed to take effect
“AGM”	the annual general meeting of the Company to be held at Harbour View Ballroom III, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Monday, 15 August 2011 at 9:30 a.m. or any adjournment thereof, notice of which is set out on pages 38 to 53 of this circular
“associate”	has the meaning ascribed to it under the Listing Rules
“Associated Company”	a company, not being a Subsidiary, in which the Company directly or indirectly holds more than 20% of its issued share capital or the voting power at general meetings or in which an equity interest is held by the Company for long term purpose and a significant influence is exercised over its management
“Auditors”	the auditors for the time being of the Company
“Board”	the board of Directors
“business day”	has the meaning ascribed to it under Chapter 1 of the Listing Rules
“Bye-Laws”	the bye-laws of the Company
“Company”	Digital China Holdings Limited (神州數碼控股有限公司*), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Employee”	any part-time or full-time employee or officer of any member of the Group or of any Associated Company
“Existing Share Option Scheme”	the Company’s existing share option scheme adopted by the Shareholders on 18 July 2002
“Extension Mandate”	an authorisation to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Share repurchased under the Repurchase Mandate

* For identification purpose only

DEFINITIONS

“Grantee”	any Qualified Person who accepts the offer of the grant of any Option in accordance with the terms of the New Share Option Scheme or (where the context so permits) a person or persons who, in accordance with the applicable laws of succession, is or are entitled to any such Option (to the extent not already exercised) in consequence of the death of any such Qualified Person
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEx”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	27 June 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Share Option Scheme”	the share option scheme proposed to be approved by the Shareholders at the AGM
“Offer Date”	in respect of an Option, the date on which the Board grants such Option to a Qualified Person which shall be deemed the date on which the Board resolves to make an offer of such Option to the relevant Qualified Person
“Operational Rules”	the detailed operational rules to be established by the Board from time to time in relation to the New Share Option Scheme
“Option”	an option to subscribe for Shares to be granted pursuant to the New Share Option Scheme

DEFINITIONS

“Option Period”	in respect of an Option, the period set out in the relevant offer letter issued to the Grantee within which the Option may be exercisable provided that such period must expire on the date falling on the tenth anniversary of the Offer Date
“Qualified Person”	any Employee, director (including executive or non-executive or independent non-executive) of any member of the Group or of any Associated Company, or any supplier, agent, customer, joint venture partner, strategic alliance partner, professional adviser of, or consultant or contractor to, any member of the Group who, in the opinion of the Board, has made or will make contributions which are or may be beneficial to the Group as a whole, or the trustee of any trust pre-approved by the Board the beneficiary (or in case of discretionary trust, the discretionary objects) of which include any of the above-mentioned persons
“Related Person”	a director, chief executive or substantial shareholder of the Company or any of their respective associates
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares upon exercise of an Option
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of section 2 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as modified from time to time) of the Company
“substantial shareholder(s)”	has the meaning ascribed to it under Chapter 1 of the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time



神州数码
Digital China

DIGITAL CHINA HOLDINGS LIMITED

(神州數碼控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00861)

Executive Directors:

Mr. GUO Wei (*Chairman*)

Mr. LIN Yang (*Chief Executive Officer*)

Non-executive Director:

Mr. Andrew Y. YAN

Independent Non-executive Directors:

Mr. HU Zhaoguang

Mr. WONG Man Chung, Francis

Ms. NI Hong (Hope)

Mr. ONG Ka Lueng, Peter

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

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

Suite 2008, 20th Floor

Devon House

Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

4 July 2011

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF THE NEW SHARE OPTION SCHEME,
PROPOSED AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM, ordinary resolutions will be proposed to approve (1) the granting of the Issue Mandate, (2) the granting of the Repurchase Mandate, (3) the granting of Extension Mandate, (4) the re-election of the retiring Directors, (5) the adoption of the New Share Option Scheme, and (6) special resolutions will be proposed to approve the proposed amendments to the Bye-laws.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 29 September 2010, general mandates were granted to the Directors to issue, allot and deal with additional Shares and to exercise all the powers of the Company to repurchase its own Shares. These general mandates will lapse at the conclusion of the forthcoming AGM. The Directors believe that renewal of these general mandates will be in the interests of the Company and the Shareholders as a whole.

At the AGM, an ordinary resolution, full text of which is set out as resolution no. 5(1) in the notice of AGM, will be proposed to the Shareholders to grant to the Directors the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,091,635,581 on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company will be allowed to issue up to a maximum of 218,327,116 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date.

At the AGM, an ordinary resolution, full text of which is set out as resolution no. 5(2) in the notice of AGM, will be proposed to the Shareholders to grant to the Directors the Repurchase Mandate. An explanatory statement in compliance with Rule 10.06(1)(b) of the Listing Rules relating to the Repurchase Mandate is set out in Appendix I to this circular.

In addition, an ordinary resolution, full text of which is set out as resolution no. 5(3) in the notice of AGM, will be proposed at the AGM to grant to the Directors the Extension Mandate.

3. RE-ELECTION OF DIRECTORS

Resolution no. 3 as set out in the notice of AGM relates to re-election of Directors.

Pursuant to Bye-Law 99 of the Bye-Laws, Mr. Andrew Y. YAN and Mr. HU Zhaoguang will retire from office by rotation at the AGM and being eligible, have offered themselves for re-election.

Pursuant to Bye-Law 102(B) of the Bye-Laws, Ms. NI Hong (Hope) and Mr. ONG Ka Lueng, Peter, who were appointed as Independent Non-executive Directors after the Company's last annual general meeting, will hold office until the AGM and, being eligible, have offered themselves for re-election.

Particulars of the retiring Directors who offered themselves for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ADOPTION OF THE NEW SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 18 July 2002 which will expire on 17 July 2012. Considering that the Existing Share Option Scheme will expire in 2012 and in order to enable the Group to grant Options to Qualified Persons as incentives or rewards for their contributions to the Group, the Directors propose to recommend to the Shareholders at the AGM to approve the adoption of the New Share Option Scheme.

The Directors consider that in order to enable the Group to attract and retain Employees of appropriate qualifications and with the necessary experience to work for the Group, it is important that the Group should continue to provide such Employees with an additional incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the long term success of the business of the Group.

It is therefore proposed that the New Share Option Scheme for the benefit of the Qualified Persons be adopted at the AGM. A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular.

As at the Latest Practicable Date, options to subscribe for 13,892,000 Shares were granted but not yet exercised under the Existing Share Option Scheme.

In respect of the operation of the New Share Option Scheme, the Company will comply with all relevant requirements under Chapter 17 of the Listing Rules.

Value of the Options

The Directors consider that it is not appropriate to state the value of all Options that may be granted pursuant to the New Share Option Scheme as if they had been granted on the Latest Practicable Date. The Directors believe that any calculation of the value of the options as at the Latest Practicable Date would be based on a great number of speculative assumptions and would henceforth not be meaningful to the Shareholders and to a certain extent would be misleading to the Shareholders, taking into account the number of variables which are crucial for assessing the value of the Options which have not been determined. Such variables include the Subscription Price, the Option Period and all other relevant variables.

Scheme mandate limit and maximum number of Shares issuable

Subject to obtaining of the Shareholders' approval of the adoption of the New Share Option Scheme, pursuant to Rule 17.03 of the Listing Rules, the total number of Shares which may be issued upon the exercise of all the options to be granted under the New Share Option Scheme and the Existing Share Option Scheme (prior to its expiry on 17 July 2012) must not, in aggregate, exceed 10% of the issued share capital of the Company as at the date of approval of the adoption of the New Share Option Scheme initially. Based on the 1,091,635,581 Shares in issue as at the Latest Practicable Date and assuming that there is no change in the issued share capital of the Company before

LETTER FROM THE BOARD

the AGM, the maximum number of Shares to be issued upon the exercise of Options that may be granted under the New Share Option Scheme and the Existing Share Option Scheme under such initial mandate limit is 109,163,558 Shares. The Company may seek approval of the Shareholders in general meetings to refresh the 10% initial mandate limit. Notwithstanding that the mandate limit may be refreshed, the Board shall not grant Options which would result in the maximum aggregate number of Shares which may be issued upon exercise of all the outstanding options granted but yet to be exercised under the New Share Option Scheme and the Existing Share Option Scheme exceeding, in aggregate, 30% of the issued share capital of the Company from time to time.

Conditions of the proposed adoption of the New Share Option Scheme

The proposed adoption of the New Share Option Scheme is subject to the following conditions:

- (i) the Shareholders passing an ordinary resolution to approve and adopt the New Share Option Scheme at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (not exceeding 10% of the issued share capital of the Company as at the date when the New Shares Option Scheme is approved by the Shareholders at the AGM) to be issued and allotted pursuant to the exercise of the Options in accordance with the terms and conditions of the New Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued and allotted pursuant to the exercise of the Options in accordance with the terms and conditions of the New Share Option Scheme.

The Directors intend to use the proceeds from the exercise of the Options, if any, as general working capital of the Company.

The Company has not appointed any parties as trustees of the New Share Option Scheme.

5. PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board proposes to seek the approval of the Shareholders at the AGM for the amendments to the existing Bye-laws and the adoption of an amended and restated Bye-laws, the provisions of which will principally reflect recent changes brought about by the amendments to the Listing Rules, including the Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules, that came into effect on 1 January 2009 and certain housekeeping amendments to the existing Bye-laws. A summary of the proposed amendments to the existing Bye-laws is set out in Appendix IV to this circular.

LETTER FROM THE BOARD

The proposed amendments to the Bye-laws, including the adoption of the amended and restated Bye-laws, is subject to the approval of the Shareholders by way of passing a special resolution at the AGM and shall come into effect upon the passing of such special resolution at the AGM.

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

6. AGM

The notice convening the AGM is set out on pages 38 to 53 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form is also available at the websites of the Company at www.digitalchina.com.hk and the HKEx at www.hkexnews.hk. If you are not able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus 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 AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish.

7. VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. As such, all resolutions to be proposed at the AGM will be put to vote by way of poll.

After the closure of the AGM, the poll results will be published on the Company's website at www.digitalchina.com.hk and the HKEx's website at www.hkexnews.hk.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholders shall abstain from voting in respect of any of the resolutions to be proposed at the AGM.

8. RECOMMENDATION

The Directors believe that (1) the grant of the Issue Mandate, (2) the grant of Repurchase Mandate, (3) the grant of Extension Mandate, (4) the re-election of Directors, (5) the adoption of the New Share Option Scheme and (6) proposed amendments to the Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

9. 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 in this circular misleading.

10. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the New Share Option Scheme will be available for inspection during normal business hours on any weekdays (except public holidays) at the principal place of business of the Company in Hong Kong at Suite 2008, 20th Floor, Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong from the date of this circular up to and including the date of the AGM and will be available for inspection at the AGM.

11. GENERAL INFORMATION

Your attention is drawn to additional information as set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
GUO Wei
Chairman

The following explanatory statement contains all the information required by the Listing Rules in connection with the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$200,000,000 divided into 2,000,000,000 Shares of HK\$0.10 each and the number of Shares in issue was 1,091,635,581.

Subject to the passing of the ordinary resolution for approving the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 109,163,558 Shares during the period in which the Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Repurchase Mandate must be fully paid-up.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements, result in an increase in net assets and/or earnings per Share. The Directors are seeking the Repurchase Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The Directors will decide the number of Shares to be repurchased on each occasion and the price and other terms upon which the same are repurchased at the relevant time having regard to the circumstances then pertaining.

FUNDING OF REPURCHASE

It is envisaged that any repurchase would be funded out of funds legally available for such purpose under the Companies Act 1981 of Bermuda (as amended) and the memorandum of association and the Bye-Laws, i.e. either from the capital paid up thereon or out of the funds of the Company which would otherwise be available for dividend or distribution or from proceeds of a new issue of Shares made for such purpose. The premium payable on repurchase (if any) shall be provided for out of the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased. The working capital or gearing position of the Company could be adversely affected (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2011) in the event that the proposed Repurchase Mandate were to be carried out in full at any time during the period which the Repurchase Mandate remains in force. 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 or gearing position of the Company as is from time to time appropriate.

CONNECTED PERSONS AND DIRECTORS' UNDERTAKING

None of the Directors nor, to their best knowledge and having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) presently intend to sell Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

TAKEOVERS CODE

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose 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 under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company under Section 336 of Part XV of the SFO and to the best knowledge of the Directors, Kosalaki Investments Limited was the single largest shareholder of the Company, holding 149,414,286 Shares (representing approximately 13.69% of the issued share capital of the Company). In the event that the Repurchase Mandate were to be exercised in full and assuming that there is no alteration to the existing shareholdings of the Company, the shareholding of Kosalaki Investments Limited would increase to approximately 15.21% of the issued share capital of the Company. Unless its shareholdings is aggregated with other parties which are deemed by the Securities and Futures Commission to be its concert parties, such increase in its shareholdings as a result of the exercise in full of the Repurchase Mandate will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising the Repurchases Mandate in full. The Directors do not currently intend to exercise the Repurchase Mandate to an extent which would trigger a mandatory offer under Rules 26 and 32 of the Takeovers Code. In addition, the Directors do not intend to exercise the Repurchase Mandate to an extent which would result in the number of Shares in the hands of the public falling below 25% of the issued share capital of the Company.

SHARE PURCHASES MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the Latest Practicable Date.

MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve calendar months preceding the Latest Practicable Date and up to that date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
June	13.540	11.340
July	14.240	11.860
August	13.000	11.800
September	13.940	11.700
October	14.500	13.020
November	17.060	13.780
December	16.400	14.120
2011		
January	16.300	14.400
February	15.180	13.800
March	14.900	13.420
April	15.880	14.280
May	16.020	13.900
June (up to the Latest Practicable Date)	14.800	11.920

Information as required to be disclosed under the Listing Rules on the retiring Directors for re-election at the AGM are set out as follows:

Mr. Andrew Y. YAN, aged 53, has been a Non-executive Director of the Company since 9 December 2007. Mr. YAN is also a Chairman of Remuneration Committee of the Company. He received his Bachelor Degree in Engineering from the Nanjing Aeronautic Institute in the PRC in 1982 and a Master of Arts' degree from Princeton University in International Political Economy in 1989. He is currently the Managing Partner of SAIF Partners ("SAIF"). Prior to joining SAIF, he was the Managing Director and Head of the Hong Kong office of the Emerging Markets Partnership from 1994 to 2001. From 1993 to 1994, he worked at Sprint International Corporation as the Director of Strategic Planning and Business Development for the Asia Pacific Region. From 1990 to 1993, Mr. YAN worked in the World Bank and the renowned Hudson Institute as an Economist and Research Fellow respectively in Washington, DC. From 1982 to 1984, he was the Chief Engineer at the Jianghuai Airplane Corp.. Mr. YAN was voted by the China Venture Capital Association as "The Venture Investor of the Year" in both 2004 and 2007. He was also selected as one of the "Fifty Finest Private Equity Investors in the World" by the Private Equity International in 2007, "No. 1 Venture Capitalist of the Year" by Forbes (China) in 2008 and 2009. He was the "Venture Capital Professional of the Year" by Asia Venture Capital Journal in 2009. Under Mr. YAN's leadership, SAIF was voted as "VC firm of the Year" in 2004 and 2007 and it was also named as "The Best Performing Fund in Asia" by Private Equity International in 2005, 2006 and 2008, "The Best Growth Investment Fund of the Year" in 2009.

Currently, Mr. YAN is the Independent Non-executive Director of China Resources Land Limited and Fosun International Limited; Non-executive Director of MOBI Development Co., Ltd., NVC Lighting Holding Limited and China Huiyuan Juice Group Limited (all listed on The Stock Exchange of Hong Kong Limited). Mr. YAN is also an Independent Director of Giant Interactive Group Inc.; a Director of Acorn International Inc., (both listed on The New York Stock Exchange), ATA Inc., Global Education & Technology Group Ltd (both listed on the NASDAQ, USA) and Eternal Asia Supply Chain Management Ltd. (listed on the Shenzhen Stock Exchange). He was previously a Director of China Digital TV Holding Co., Ltd (listed on The New York Stock Exchange) during the period from May 2004 to September 2008, and an Independent Non-executive Director of China Oilfield Services Limited and Stone Group Holdings Limited during the period from September 2002 to June 2009 and June 2001 to November 2009 respectively (both listed on The Stock Exchange of Hong Kong Limited). Save as disclosed above, Mr. YAN has not held any directorships in any public listed companies in the last three years and has no other major appointments and professional qualifications. He does not hold any other position with the Company and other members of the Company's group.

Other than the relationship arising from his directorships in the Company and SAIF, Mr. YAN does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. YAN was deemed to be interested in 119,111,744 Shares by virtue of his interests in Sparkling Investment (BVI) Limited (“SIBL”), a substantial shareholder of the Company, which Mr. YAN is a director through SAIF III GP Capital Ltd., which controlled SIBL indirectly. Save as disclosed above, Mr. YAN does not have any interest in or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr. YAN. The appointment of Mr. YAN is not subject to fixed term of service, but is subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. Mr. YAN has no emoluments including bonus and other allowance.

Mr. HU Zhaoguang, aged 72, has been an Independent Non-executive Director of the Company since 30 September 2004. Mr. HU is also the Chairman of the Audit Committee of the Company. He graduated from the Tsinghua University in 1964 and also completed a management course in Sweden. Mr. HU has over 39 years of experience in economics, finance and corporate management and was wide recognised for his work in these areas. He is the Independent Non-executive Director of BBMG Corporation (listed on The Stock Exchange of Hong Kong Limited). He was previously the Chairman of Beijing Enterprises Holdings Limited (listed on The Stock Exchange of Hong Kong Limited) and its parent company, Beijing Holdings Limited, and an Independent Non-executive Director of China Overseas Land & Investment Limited (listed on The Stock Exchange of Hong Kong Limited). From February 1993 to January 1998, Mr. HU served as a Vice Mayor of the Beijing Municipal Government. From 1988 to 1993, Mr. HU served as the Director of Beijing Experimental Zone for the Development of New Technology Industries and Chief Executive of Beijing Haidian District Government. Save as disclosed above, Mr. HU has not held any directorships in any public listed companies in the last three years and has no other major appointments and professional qualifications. He does not hold any other position with the Company and other members of the Company’s group.

As at the Latest Practicable Date, Mr. HU does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. HU does not have, and is not deemed to have, any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr. HU. The appointment of Mr. HU is not subject to fixed term of service, but is subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. The annual director’s fee of Mr. HU is HK\$150,000 which was agreed upon mutual agreement with reference to the experience and responsibilities of Mr. HU in the Company. Mr. HU has no other emoluments including bonus and other allowance.

Ms. NI Hong (Hope), aged 39, has been an Independent Non-executive Director of the Company since 29 September 2010. Ms. NI is also a member of the Audit Committee of the Company. She received her J.D. degree from the University of Pennsylvania Law School and her bachelor's degree in Applied Economics and Business Management from Cornell University. Currently, Ms. Ni is the chief executive officer and director of Rising Year Group Limited. Until January 2008, Ms. NI served as the chief financial officer and director in 2008 for Cogo Group Inc. ("**Cogo**") and served as vice chairman of Cogo until end of 2009, a NASDAQ Select Global Market-listed company (NASDAQ: COGO) which she joined in August 2004. Prior to joining Cogo, Ms. NI spent six years as a practicing attorney at Skadden, Arps, Slate, Meagher & Flom LLP in New York and Hong Kong, specializing in corporate finance. Prior to that, Ms. NI worked at Merrill Lynch's investment banking division in New York. Ms. NI is currently serving as independent director acting as the audit committee chairman as well as compensation and nomination committee member at JA Solar Holdings, Co. Ltd., a NASDAQ-listed company (NASDAQ: JASO) and ATA Inc., a NASDAQ-listed company (NASDAQ: ATAI). Ms. NI is also an independent director at Kongzhong Corporation, a NASDAQ-listed company (NASDAQ: Kong). Save as disclosed above, Ms. NI has not held any directorships in any public listed companies in the last three years and has no other major appointments and professional qualifications. She does not hold any other position with the Company and other members of the Company's group.

As at the Latest Practicable Date, Ms. NI does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. NI does not have, and is not deemed to have, any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Ms. NI. The appointment of Ms. NI is not subject to fixed term of service, but is subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. The annual director's fee of Ms. NI is HK\$150,000 which was determined by reference to the remuneration benchmark for independent non-executive directors in the market. Ms. NI has no other emoluments including bonus and other allowance.

Mr. ONG Ka Lueng, Peter, aged 47, has been an Independent Non-executive Director of the Company since 29 September 2010. Mr. ONG is also a member of the Remuneration Committee of the Company. He holds a Master of Science Degree and a Bachelor of Science Degree major in Electrical Engineering from Columbia University (New York City). He is acting as the Responsible officer (Type 1 and 2) for Alpha Securities Co. Ltd. and Alpha Futures Co. Ltd. respectively under the registration of Securities and Futures Commission of Hong Kong. Mr. ONG awarded the BBS, Bronze Bauhinia Star by the Government of the Hong Kong SAR in 2008. Mr. ONG served on the board of The Tung Wah Group of Hospitals from 1998 to 2008 and took the chair of the board from 2007-2008. Mr. ONG also joined the Tung Wah Group of Hospital advisory board from 2008 to 2009. Mr. ONG is currently serving on the hospital governing committee of the Tung Wah Group of

Hospitals. He is also a founding member and chairman of the Green Investment Promotion Association. Save as disclosed above, Mr. ONG has not held any directorships in any public listed companies in the last three years and has no other major appointments and professional qualifications. He does not hold any other position with the Company and other members of the Company's group.

As at the Latest Practicable Date, Mr. ONG does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. ONG does not have, and is not deemed to have, any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr. ONG. The appointment of Mr. ONG is not subject to fixed term of service, but is subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. The annual director's fee of Mr. ONG is HK\$150,000 which was determined by reference to the remuneration benchmark for independent non-executive directors in the market. Mr. ONG has no other emoluments including bonus and other allowance.

Save as disclosed above, each of the above Directors confirmed that there are no other matters or information relating to their re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme proposed to be adopted at the AGM:

1. Purpose of the New Share Option Scheme

The purpose of the New Share Option Scheme is to enable the Group to grant Options to Qualified Persons as incentives or rewards for their contribution to the Group.

2. Duration and Administration

- 2.1 The New Share Option Scheme shall be valid and effective for a period of ten years commencing from the date on which such scheme was deemed to take effect in accordance with its terms (the “Scheme Period”), after which period no further Options will be granted but the provisions of the New Share Option Scheme shall remain in full force and effect in all other respects.
- 2.2 The New Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters relating to the New Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties affected hereby. Without limiting the generality of the foregoing, the Board shall have the ultimate power to determine whether a person is eligible to participate in the New Share Option Scheme.

3. Grant of Options

- 3.1 On and subject to the terms of the New Share Option Scheme (including without limitation the provisions of the Operational Rules), the Board shall be entitled but shall not be bound at any time during the Scheme Period to offer to grant to any Qualified Person as the Board may in its absolute discretion select and subject to such conditions as the Board may think fit an Option to subscribe for such number of Shares as the Board may determine at the Subscription Price. Without prejudice to the foregoing, the Board may at its absolute discretion impose any such conditions, restrictions or limitations (including without limitation any performance target that has to be achieved or any minimum period that the Option has to be held) as it may consider appropriate on a case by case basis or generally in relation to the holding or exercise of the Options or otherwise when offering the grant of an Option to a Qualified Person. Any of such conditions, restrictions or limitations so imposed shall not contravene the applicable provisions of Chapter 17 of the Listing Rules.

- 3.2 An offer of the grant of an Option shall be made to a Qualified Person by letter (the “Offer Letter”) in such form as the Board may from time to time determine requiring the Qualified Person to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the New Share Option Scheme (including without limitation the provisions of the Operational Rules). Each Offer Letter shall state, inter alia, (i) the Qualified Person’s name; (ii) the Offer Date; (iii) the last date for acceptance by the Qualified Person of the offer of the Option, which must not be more than twenty-eight (28) business days from the Offer Date; (iv) the number of Shares in respect of which the Option is offered; (v) the Subscription Price and the manner of payment of the Subscription Price for the Shares on and in consequence of the exercise of the Option; (vi) the Option Period and how it is ascertained; (vii) the performance target(s) (if any) that must be achieved before the Option can be exercised; (viii) the minimum period (if any) for which an Option must be held before it can be exercised; (ix) (if applicable) the method of acceptance of the Option which shall, unless the Board otherwise determines, be as set out in paragraph 3.3; and (x) such other terms and conditions relating to the offer of the Option as the Board may in its absolute discretion determine to be appropriate and are consistent with the New Share Option Scheme.
- 3.3 An Option shall be deemed to have been granted and accepted and to have taken effect when the duplicate Offer Letter comprising acceptance of the Option duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof shall have been received by the Company on or before the last day for acceptance as set out in the Offer Letter. Such remittance shall in no circumstance be refundable. Once accepted, the Option is granted as from the Offer Date.
- 3.4 Unless otherwise provided in the Offer Letter, (a) any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof; and (b) to the extent that the offer of the grant of an Option is not accepted before the last date for acceptance as set out in the Offer Letter, it will be deemed to have been irrevocably declined.
- 3.5 No grant of Options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision, until such price sensitive information has been announced pursuant to the requirements of the Listing Rules or the price sensitive matter has been terminated or aborted (as the case may be), whichever is earlier. In particular, no Option shall be granted during the period commencing one month immediately preceding the earlier of:

3.5.1 the date of the Board meeting as such date is first notified to the Stock Exchange in accordance with the Listing Rules for approval of the Company's results for any year, half-year or quarter or any other interim period (whether or not required under the Listing Rules); and

3.5.2 the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules or quarter or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement. The period during which no Option may be granted will cover any period of delay in the publication of a results announcement.

3.6 No grant of Options shall be made to a Qualified Person who is a director during a period in which the directors are prohibited from dealing in shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules, or the Company's own equivalent code.

4. Subscription Price

The Subscription Price in relation to each Option offered to a Qualified Person shall, subject to any adjustment pursuant to paragraph 10, be a price notified by the Board to such Qualified Person as set out in the Offer Letter. Such price in any event shall be at least the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets on the Offer Date (provided that if the Offer Date does not fall on a business day, the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the business day immediately preceding the Offer Date shall be deemed as the relevant closing price); (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five (5) business days immediately preceding the Offer Date; or (c) the nominal value of the Shares.

5. Options to Related Persons

5.1 Any grant of Options to a Related Person must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the Grantee of such Options). Upon making an offer of grant of Options to a Qualified Person, the Company will publish an announcement disclosing information in relation to the offer in accordance with Chapter 17 of the Listing Rules.

5.2 Without prejudice to paragraph 5.1, any grant of Options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates must be approved by the Shareholders in general meeting if the Shares issued and to be issued upon exercise of all

Options already granted and proposed to be granted to him (whether exercised, cancelled or outstanding) in the 12-month period up to and including the proposed Offer Date:

- 5.2.1 would represent in aggregate more than 0.1 per cent of the Shares then in issue; and
- 5.2.2 would have an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000 (or such other amount as shall be permissible under the Listing Rules from time to time).
- 5.3 At the general meeting to approve the proposed grant of the Options under paragraph 5.2, all connected persons of the Company must abstain from voting unless intending to vote against the proposed grant and that intention has been stated in the circular to be despatched to Shareholders in accordance with Chapter 17 of the Listing Rules. At the general meeting, the vote to approve the grant of such Options must be taken on a poll in accordance with the relevant provisions of the Listing Rules.
- 5.4 Any proposed change in the terms of Options granted to a Grantee who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, must be approved by the Shareholders in general meeting. At the general meeting, all connected persons of the Company must abstain from voting unless they are intending to vote against the proposed change and that intention has been stated in the circular to be despatched to Shareholders in accordance with Chapter 17 of the Listing Rules. At the general meeting, the vote must be taken on a poll.

6. Exercise of Options

- 6.1 An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt to do so (save that the Grantee may nominate a nominee to hold the Shares to be issued pursuant to the exercise of Options granted under the New Share Option Scheme on trust for the sole benefit of such Grantee provided that evidence of such trust arrangement between the Grantee and the nominee shall be provided to the satisfaction of the Company). The Company may, after having reasonably satisfied itself that the Grantee has committed or attempted to commit a breach of this paragraph, forthwith revoke any Option granted to such Grantee (to the extent not already exercised) by notice. Such revocation notice shall be final and binding on such Grantee and the Grantee shall not be entitled to claim any loss or damage against the Company or any of its directors for such revocation provided that the Company has acted in good faith.

- 6.2 An Option may, subject to paragraphs 6.3 and 6.4, the Operational Rules and any applicable terms and conditions set out in the Offer Letter, be exercised in whole or in part by the Grantee (or his or her legal personal representatives) giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised provided that such Option shall be exercised in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof (except where the number of Shares in respect of which the Option remains unexercised is less than one board lot or where the Option is exercised in full). Each such notice must be accompanied by a remittance for the full amount of the Subscription Price for the Shares in respect of which the notice is given. Within twenty-eight (28) business days after receipt of the notice and remittance and, where appropriate, receipt of the Auditors' certificate pursuant to paragraph 10, the Company shall allot and issue the relevant Shares to the Grantee (or his or her legal personal representatives) credited as fully paid.
- 6.3 Subject as hereinafter provided in the New Share Option Scheme and the provisions of the Operational Rules, the Option may be exercised by the Grantee at any time during the Option Period except that:
- 6.3.1 in the event of the Grantee being an Employee ceases to be a Qualified Person for any reason other than his or her death or termination of his or her employment on one or more of the grounds specified in paragraph 7.1.5 or retirement in accordance with the terms of his or her contract of employment or by virtue of any statutory requirement, the Grantee may exercise the Option up to his or her entitlement at the date of cessation (to the extent not already exercised) within the period of 1 month following the date of such cessation, which date shall be the last actual working day with the Company or the relevant Subsidiary or the relevant Associated Company (as the case may be) (or such longer period as the Board may determine) whether salary is paid in lieu of notice or not;
- 6.3.2 in the event that the Grantee (being an individual) ceases to be a Qualified Person by reason of death and, in case such Grantee is an Employee, none of the events which would be a ground for termination of his or her employment under paragraph 7.1.5 has arisen, the legal personal representative(s) of the Grantee shall be entitled within a period of 24 months from the date of death (or such longer period as the Board may determine) to exercise the Option in full (to the extent not already exercised and whether vested or not);
- 6.3.3 in the event that the Grantee being an Employee ceases to be a Qualified Person by reason of retirement in accordance with the terms of his or her contract of employment or by virtue of any statutory requirement and

none of the events which would be a ground for termination of his or her employment as specified in paragraph 7.1.5 has arisen, the Grantee shall be entitled within a period of 24 months from the date of retirement (or such longer period as the Board may determine) to exercise the Option in full (to the extent not already exercised and whether vested or not);

6.3.4 in the event that the Grantee being a non-Employee in the absolute opinion of the Board ceases to be qualified as a Qualified Person by reason of termination of its business relation with the relevant member of the Group or otherwise, such Grantee shall be entitled within a period of 1 month from the date of termination (or such other period as the Board may determine) to exercise the Option up to its entitlement at the date of termination (to the extent not already exercised);

6.3.5 if a general offer is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror) and such offer becomes or is declared unconditional during the Option Period of the relevant Option, the Grantee (or his or her legal personal representatives) shall be entitled to exercise the Option in full (to the extent not already exercised and whether vested or not) at any time within fourteen (14) days after the date on which the offer becomes or is declared unconditional;

6.3.6 in the event a notice is given by the Company to its Shareholders to convene a shareholder's meeting for the purpose of considering and, if thought fit, approving a resolution to wind up the Company voluntarily, the Company shall on the same date as or promptly after it dispatches such notice to each Shareholder give notice thereof to the Grantee, and thereupon the Grantee (or his or her personal representative(s)) shall be entitled to exercise all or any of the Option at any time no later than four business days prior to the proposed shareholders' meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as practicable as the circumstances allow but in any event no later than the business day immediately before the proposed shareholders' meeting, allot the relevant Shares to the Grantee credited as fully paid; and

6.3.7 in the event of a compromise or arrangement between the Company and its Shareholders or creditors being proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to the Grantee (or his or her personal representative(s)) on the same day as it gives notice of the meeting to its Shareholders or creditors to

consider such compromise or arrangement, and thereupon the Grantee (or his or her personal representative(s)) may, during the period commencing on the date of the aforesaid notice and ending on the earlier of the date two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the court, exercise any of the Option whether in full or in part, but the exercise of an option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under the New Share Option Scheme. The Company may require the Grantee (or his or her personal representative(s)) to transfer or otherwise deal with the Shares issued as a result of the exercise of Options in these circumstances so as to place the Grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement.

- 6.4 Subject to the terms of the Offer Letter, there shall be no general performance target to the vesting or exercise of Options.
- 6.5 The Shares to be allotted upon exercise of an Option will be subject to all the provisions of the Memorandum of Association and Bye-laws of the Company and the Companies Act 1981 of Bermuda (as amended) for the time being in force and will rank *pari passu* with the fully paid Shares in issue on the date of allotment and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distributions previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment.
- 6.6 A Share issued upon the exercise of an Option shall not carry any voting rights until the registration of the Grantee or his nominee as the holder of the Share on the register of members of the Company.

7. Lapse of Option

- 7.1 An Option shall lapse automatically (to the extent not already exercised) on the earliest of:
- 7.1.1 the expiry of the Option Period;
 - 7.1.2 the expiry of the periods referred to in paragraphs 6.3.1, 6.3.2, 6.3.3, 6.3.4 or 6.3.5;
 - 7.1.3 the date of the commencement of the winding-up of the Company in respect of the situation contemplated in paragraph 6.3.6;

- 7.1.4 subject to the scheme of arrangement or compromise becoming effective, the expiry of the periods referred to in paragraph 6.3.7;
- 7.1.5 the date on which the Grantee being an Employee ceases to be a Qualified Person by reason of the termination of his or her employment on any one or more of the grounds that he or she has been guilty of misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Company or the relevant Subsidiary or the relevant Associated Company (as the case may be). A resolution of the Board or the board of directors of the relevant Subsidiary or of the relevant Associated Company (as the case may be) to the effect that the employment of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive;
- 7.1.6 the date on which the Grantee commits a breach of paragraph 6.1;
- 7.1.7 if an Option was granted subject to certain conditions, restrictions or limitations, the date on which the Board resolves that the Grantee has failed to satisfy or comply with such conditions, restrictions or limitations;
- 7.1.8 in respect of the Grantee being a consultant or adviser (whether individual or corporation), the date on which the Board resolves that the consultant or adviser fails to comply with any provisions of the relevant contract, or breaches its fiduciary duty under the common law; or
- 7.1.9 the occurrence of such event or expiry of such period as may have been specifically provided for in the Offer Letter, if any.

8. Maximum number of Shares available for Subscription

- 8.1 Subject to paragraphs 8.2 and 8.3, the maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed such number of Shares as shall represent ten percent (10%) ("General Mandate") of the total number of Shares in issue as at the date when the New Share Option Scheme is approved by Shareholders in general meeting. For the purpose of calculating the General Mandate, Options which have been lapsed in accordance with the terms of the New Share Option Scheme shall not be counted.

- 8.2 The Company may seek approval by its Shareholders in general meeting for refreshing the General Mandate as referred to in paragraph 8.1 provided that the total number of Shares in respect of which Options may be granted under the New Share Option Scheme and any other share option schemes of the Company under the General Mandate as being refreshed must not exceed 10% of the total number of Shares in issue as at the date when such refreshment of the General Mandate is approved by Shareholders. For the foregoing purpose, Options previously granted under the New Share Option Scheme and any other share option schemes of the Company, whether outstanding, cancelled, lapsed in accordance with its applicable rules or already exercised, will not be counted.
- 8.3 The Company may seek separate approval by its Shareholders in general meeting for granting Options beyond the General Mandate provided the Options in excess of the General Mandate are granted only to participants specifically identified before such approval is sought. A circular will be sent by the Company to its Shareholders in accordance with Chapter 17 of the Listing Rules.
- 8.4 Notwithstanding any provisions to the contrary, the limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed such number of Shares as shall represent 30% of the Shares in issue from time to time.
- 8.5 Unless separately approved by Shareholders in general meeting in the manner as prescribed in Chapter 17 of the Listing Rules, the total number of Shares issued and to be issued upon exercise of Option granted to each Qualified Person (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the Shares then in issue. A circular will be sent by the Company to its Shareholders in accordance with Chapter 17 of the Listing Rules.

9. Cancellation of Options

Subject to the consent from the relevant Grantee, the Board may in its discretion cancel Options previously granted to, and yet to be exercised by, a Grantee. A Grantee whose Options are cancelled may be issued new Options in accordance with the provisions of the New Share Option Scheme, provided that the issue of such new Options is made with available unissued Options (excluding the cancelled Options) within the limit approved by the Shareholders as mentioned in paragraph 8.

10. Reorganisation of Capital Structure

In the event there is any alternation in the capital structure of the Company whilst any Option becomes or remains exercisable (whether that alternation is by way of capitalisation issue, rights issue, consolidation or subdivision of Shares, or reduction

of the share capital of the Company but not including an issue of Shares as consideration in respect of a transaction to which the Company is a party), the Board shall make (and shall notify to the Grantee) such corresponding alterations (if any) in:

10.1 the number and description of Shares subject to each Option;

10.2 the Subscription Price,

10.3 the method of exercise of the Option; and/or

10.4 the number of Shares subject to the New Share Option Scheme;

that are required to give each Grantee the same proportion of the issued share capital as that to which the Grantee was previously entitled, but not so that the effect would be to enable any Share to be issued to a Grantee at less than its nominal value.

On any capital reorganisation other than a capitalisation issue, the Auditors or an independent financial adviser shall certify in writing to the Board that the adjustments made by the Board pursuant to this paragraph are in their opinion to be fair and reasonable. The capacity of the Auditors or the independent financial adviser in this paragraph is that of experts and not of arbitrators and their certification shall be final and binding on the Company and the Grantees.

11. Share Capital

The exercise of any Option shall be subject to the Shareholders in general meeting approving any necessary increase in the authorised share capital of the Company. Subject thereto, the Board shall make available sufficient authorised but unissued ordinary share capital of the Company to meet subsisting requirements on the exercise of Options.

12. Disputes

Any dispute arising out of or in connection with the New Share Option Scheme (whether as to the number of Shares, the subject of an Option, the amount of the Subscription Price or otherwise) shall be referred to the decision of the Auditors who shall act as experts and not as arbitrators and whose decision shall, in the absence of manifest error, be final and binding on all parties who may be affected thereby.

13. Alteration of the New Share Option Scheme

13.1 The New Share Option Scheme may be altered in any respect by resolution of the Board except that the provisions of the New Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of Grantees or prospective Grantees except with the prior approval of Shareholders in general meeting.

13.2 Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where such alterations take effect automatically under the existing terms of the New Share Option Scheme.

13.3 Without prejudice to other provisions contained in this paragraph 13, no alteration shall be made to the New Share Option Scheme if such shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the Shareholders under the Bye-laws for the time being of the Company for a variation of the rights attached to the Shares and provided further that any amendments on the terms of the New Share Option Scheme or the terms of the Options granted shall comply with the requirements of Chapter 17 of the Listing Rules.

13.4 Any change to the authority of the Board or the administrators of the New Share Option Scheme in relation to any alteration to the terms of the New Share Option Scheme shall be approved by the Shareholders in general meeting.

14. Termination

The Company by resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but the provisions of the New Share Option Scheme shall remain in force in all other respects.

A summary of all the proposed amendments to the existing Bye-laws are set out below. The Company proposes to effect these amendments by way of adopting an amended and restated Bye-laws.

1. BYE-LAW 1 — PRELIMINARY

- (i) By inserting the following definition of “corporate communication” immediately before the existing definition of “debenture” and “debenture holder” under the existing Bye-law 1(A):

““corporate communication” shall have the meaning as defined in the Listing Rules;”

- (ii) By inserting the following definition of “full financial statements” immediately before the existing definition of “Head Office” under the existing Bye-law 1(A):

““full financial statements” shall mean the financial statements that are required under section 87(1) of the Companies Act as may be amended from time to time;”

- (iii) By inserting the following definition of “summarized financial statements” immediately before the existing definition of “Transfer Office” under the existing Bye-law 1A:

““summarized financial statements” shall have the meaning ascribed to them in section 87A(3) of the Companies Act as may be amended from time to time;”

- (iv) By deleting the existing Bye-law 1(C) in its entirety and substituting therefor the following new Bye-law 1(C):

“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 shareholders as, being entitled so to do, vote in person or, by their 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.”

- (v) By deleting the existing Bye-law 1(D) in its entirety and substituting therefor the following new Bye-law 1(D):

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

2. BYE-LAW 44

By deleting the existing Bye-law 44 in its entirety and substituting therefor the following new Bye-law 44:

“The registration of transfers may be suspended and the register may be closed 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. The register shall not be closed for more than thirty days in any year. ”

3. BYE-LAW 63

By deleting the first sentence of the existing Bye-law 63 in its entirety and substituting therefor the following new sentence:

“An annual general meeting and a meeting called for the passing of a special resolution shall be called by notice in writing or in any other manner as prescribed by these Bye-laws of not less than 21 clear days and not less than 20 clear business days (or such period as may be required under the Listing Rules), and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by notice in writing or in any other manner as prescribed by these Bye-laws of not less than 14 clear days and not less than 10 clear business days (or such period as may be required under the Listing Rules). ”

4. BYE-LAW 70

By deleting the existing Bye-law 70 in its entirety and substituting therefor the following new Bye-law 70:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or

- (iv) by any shareholder or shareholders present in person or by 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; or
- (v) by any Director or Directors or Chairman of the meeting who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.

Unless a poll be so required or demanded as aforesaid and, in the latter case, not withdrawn, 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 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. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”

5. BYE-LAW 71

By deleting the existing Bye-law 71 in its entirety and substituting therefor the following new Bye-law 71:

“If a poll is required or demanded as aforesaid, it 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 is required to be given for 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 required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier.”

6. BYE-LAW 72

By inserting the words “required or” immediately before the existing words “duly demanded” on the first line under the existing Bye-law 72.

7. BYE-LAW 73

By inserting the words “required or” immediately before the existing words “demanded” on the third line under the existing Bye-law 73.

8. BYE-LAW 81

By deleting the existing Bye-law 81 in its entirety and substituting therefor the following new Bye-law 81:

“Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.”

9. BYE-LAW 87(A)

By deleting the words “, save and except at any meeting on a show of hands the corporate representative or corporate representatives shall not have the right to vote individually but only one corporate representative may vote on a show of hands.” on the eleventh, twelfth and thirteenth lines under the existing Bye-law 87(A).

10. BYE-LAW 98

- (i) By deleting the existing Bye-law 98(H) in its entirety and substituting therefor the following new Bye-law 98(H):

“A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters:

- (i) any contract or arrangement or other proposal concerning the giving by the Company of any security or indemnity either:
- a. to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - b. to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any contract or arrangement or other proposal in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (iv) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or an executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that such Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;
- (v) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - a. the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme or other arrangement which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to whom such scheme or fund relates; or
 - b. the adoption, modification or operation of any employees' share scheme or any share incentive scheme or any share option scheme under which the Directors or his associate(s) may benefit."
- (ii) By deleting the existing Bye-law 98(I) in its entirety and substituting therefor the following new Bye-law 98(I):

"A company shall be deemed to be a company in which a Director together with any of his associate(s) owns five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he together with his associate(s) is/are (either directly or indirectly) the holder(s) of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his/their interest is/are derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph, there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he/they has/have no beneficial interest, any shares comprised

in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.”

11. BYE-LAW 103

By deleting the existing Bye-law 103 in its entirety and substituting therefor the following new Bye-law 103:

“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or the Branch Transfer Office at least seven (7) days prior to the date of the general meeting. The period for lodgment of the notices required under this Bye-law shall commence no earlier than the date after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

12. BYE-LAW 134(C)

By inserting the following sentence “The Board may by resolution determine that the affixation of Securities Seal on certificates for shares or other securities issued by the Company be dispensed with or be affixed by printing the image of the Securities Seal on such certificates” after the existing words “any such signature or mechanical reproduction as aforesaid.” on the seventh line under the existing Bye-law 134(C).

13. BYE-LAW 162

- (i) By deleting the existing Bye-law 162(B) in its entirety and substituting therefor the following new Bye-law 162(B):

“Subject to paragraph (C) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the 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, shall not less than twenty-one days before the date of the meeting be sent to every shareholder of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-laws, provided that this Bye-law shall not require a copy of those documents to be sent 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 shareholder or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Branch Transfer 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.”

- (ii) By deleting the existing Bye-law 162(C) in its entirety and substituting therefor the following new Bye-law 162(C) immediately after Bye-law 162(B) as follows:

“The Company may send summarized financial statements to shareholders of the Company who have, in accordance with the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by an auditor’s report and notice informing the shareholder how to notify the Company that he elects to receive the full financial statements. The summarized financial statements, notice and auditor’s report must be sent or given in a manner as prescribed by these Bye-laws not less than twenty-one days before the general meeting to those shareholders that consented and elected to receive the summarized financial statements.”

- (iii) By inserting the following new Bye-law 162(D) immediately after Bye-law 162(C) as follows:

“Subject to Section 88 of the Companies Act, the Company shall send the full financial statements to a shareholder within seven days of receipt of the shareholder’s election to receive the full financial statements.”

14. BYE-LAW 167

By deleting the existing Bye-law 167 in its entirety and substituting therefor the following new Bye-law 167:

- (A) (1) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.
- (2) Any notice or document to be given to or by any person pursuant to these Bye-Laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper

circulating generally in Hong Kong. In 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 sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”).

- (3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-Laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.
- (B) (1) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.
- (2) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.

15. BYE-LAW 168

By inserting the following words “or in any other manner as prescribed under these Bye-laws.” after the existing words “prepaid airmail letter” on the fifth line under the existing Bye-law 168.

16. BYE-LAW 169

By deleting the existing Bye-law 169 in its entirety and substituting therefor the following new Bye-law 169:

“Any notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) given or issued by or on behalf of the Company:

- (i) if sent by mail, postage prepaid shall be deemed to have been served or delivered on the day following that on which the letter, envelope or wrapper containing the same, is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail and a certificate in writing signed by the Secretary or other person appointed by the Board that the letter, envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left;
- (ii) if sent by electronic communication (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent on behalf of the Company. A notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (a) the day on which a notice of availability is deemed served on such shareholder; and (b) the date on which the notice or document was published on the website;
- (iii) if served or delivered by the Company by any other means authorised in writing by the shareholders concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose; and
- (iv) if 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.”

17. BYE-LAW 170

By deleting the existing Bye-law 170 in its entirety and substituting therefor the following new Bye-law 170:

“A notice may be given by or on behalf of the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it in such manner as provided in Bye-law 167 addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”



神州数码
Digital China

DIGITAL CHINA HOLDINGS LIMITED

(神州數碼控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00861)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Digital China Holdings Limited (the “**Company**”) will be held at Harbour View Ballroom III, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Monday, 15 August 2011 at 9:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2011.
2. To declare a final dividend for the year ended 31 March 2011.
3. To re-elect the retiring directors of the Company and authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint the retiring auditors of the Company and authorise the board of directors of the Company to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without modifications:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF AGM

(b) the aggregate nominal amount of share capital 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 of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company, or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants of the Company and/or any of its subsidiaries of rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company, or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

(c) for the purposes 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; or
- (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 Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given under this Resolution.

“Rights Issue” means an offer of shares or issue of options, warrants or other securities which carry a right to subscribe for or purchase shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of the shares of the Company (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF AGM

(2) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital 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 is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes 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; or
 - (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 Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given under this Resolution.”

- (3) **“THAT** conditional upon the passing of Resolutions numbered 5(1) and 5(2) set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to Resolution numbered 5(1) set out in the notice convening this meeting and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company purchased by the Company under the authority granted pursuant to Resolution numbered 5(2) set out in the notice convening this meeting,

NOTICE OF AGM

provided that such extended amount shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

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

“**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, shares of the Company (the “Shares”) to be issued pursuant to the exercise of any options under the new share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the New Share Option Scheme be and is hereby approved and adopted and that the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:

- (a) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
- (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (c) to issue and allot from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme;
- (d) to make application at the appropriate time or times to the Stock Exchange for listing of and permission to deal in any Shares which may from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

NOTICE OF AGM

7. As special business, to consider and, if thought fit, pass the following resolutions as special resolutions with or without modifications:

SPECIAL RESOLUTIONS

- (A) “THAT the Bye-laws of the Company be and are hereby amended as follows:

1. BYE-LAW 1 — PRELIMINARY

- (i) By inserting the following definition of “corporate communication” immediately before the existing definition of “debenture” and “debenture holder” under the existing Bye-law 1(A):

““corporate communication” shall have the meaning as defined in the Listing Rules;”

- (ii) By inserting the following definition of “full financial statements” immediately before the existing definition of “Head Office” under the existing Bye-law 1(A):

““full financial statements” shall mean the financial statements that are required under section 87(1) of the Companies Act as may be amended from time to time;”

- (iii) By inserting the following definition of “summarized financial statements” immediately before the existing definition of “Transfer Office” under the existing Bye-law 1A:

““summarized financial statements” shall have the meaning ascribed to them in section 87A(3) of the Companies Act as may be amended from time to time;”

- (iv) By deleting the existing Bye-law 1(C) in its entirety and substituting therefor the following new Bye-law 1(C):

“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 shareholders as, being entitled so to do, vote in person or, by their 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.”

- (v) By deleting the existing Bye-law 1(D) in its entirety and substituting therefor the following new Bye-law 1(D):

“A resolution shall be an ordinary resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or by their duly authorized corporate representative or, where proxies are allowed,

NOTICE OF AGM

by proxy at a general meeting held in accordance with these presents and of which notice has been duly given in accordance with Bye-law 63.”

2. BYE-LAW 44

By deleting the existing Bye-law 44 in its entirety and substituting therefor the following new Bye-law 44:

“The registration of transfers may be suspended and the register may be closed 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. The register shall not be closed for more than thirty days in any year. ”

3. BYE-LAW 63

By deleting the first sentence of the existing Bye-law 63 in its entirety and substituting therefor the following new sentence:

“An annual general meeting and a meeting called for the passing of a special resolution shall be called by notice in writing or in any other manner as prescribed by these Bye-laws of not less than 21 clear days and not less than 20 clear business days (or such period as may be required under the Listing Rules), and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by notice in writing or in any other manner as prescribed by these Bye-laws of not less than 14 clear days and not less than 10 clear business days (or such period as may be required under the Listing Rules).”

4. BYE-LAW 70

By deleting the existing Bye-law 70 in its entirety and substituting therefor the following new Bye-law 70:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or

NOTICE OF AGM

- (iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person or by 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; or
- (v) by any Director or Directors or Chairman of the meeting who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.

Unless a poll be so required or demanded as aforesaid and, in the latter case, not withdrawn, 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 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. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”

5. BYE-LAW 71

By deleting the existing Bye-law 71 in its entirety and substituting therefor the following new Bye-law 71:

“If a poll is required or demanded as aforesaid, it 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 is required to be given for 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 required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier.”

NOTICE OF AGM

6. BYE-LAW 72

By inserting the words “required or” immediately before the existing words “duly demanded” on the first line under the existing Bye-law 72.

7. BYE-LAW 73

By inserting the words “required or” immediately before the existing words “demanded” on the third line under the existing Bye-law 73.

8. BYE-LAW 81

By deleting the existing Bye-law 81 in its entirety and substituting therefor the following new Bye-law 81:

“Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.”

9. BYE-LAW 87(A)

By deleting the words “, save and except at any meeting on a show of hands the corporate representative or corporate representatives shall not have the right to vote individually but only one corporate representative may vote on a show of hands.” on the eleventh, twelfth and thirteenth lines under the existing Bye-law 87(A).

NOTICE OF AGM

10. BYE-LAW 98

- (i) By deleting the existing Bye-law 98(H) in its entirety and substituting therefor the following new Bye-law 98(H):

“A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters:

- (i) any contract or arrangement or other proposal concerning the giving by the Company of any security or indemnity either:
- a. to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - b. to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any contract or arrangement or other proposal in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (iv) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or an executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that such Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued

NOTICE OF AGM

shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;

- (v) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - a. the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme or other arrangement which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to whom such scheme or fund relates; or
 - b. the adoption, modification or operation of any employees' share scheme or any share incentive scheme or any share option scheme under which the Directors or his associate(s) may benefit."

- (ii) By deleting the existing Bye-law 98(I) in its entirety and substituting therefor the following new Bye-law 98(I):

"A company shall be deemed to be a company in which a Director together with any of his associate(s) owns five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he together with his associate(s) is/are (either directly or indirectly) the holder(s) of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his/their interest is/are derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph, there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he/they has/have no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder."

NOTICE OF AGM

11. BYE-LAW 103

By deleting the existing Bye-law 103 in its entirety and substituting therefor the following new Bye-law 103:

“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or the Branch Transfer Office at least seven (7) days prior to the date of the general meeting. The period for lodgment of the notices required under this Bye-law shall commence no earlier than the date after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

12. BYE-LAW 134(C)

By inserting the following sentence “The Board may by resolution determine that the affixation of Securities Seal on certificates for shares or other securities issued by the Company be dispensed with or be affixed by printing the image of the Securities Seal on such certificates” after the existing words “any such signature or mechanical reproduction as aforesaid.” on the seventh line under the existing Bye-law 134(C).

13. BYE-LAW 162

- (i) By deleting the existing Bye-law 162(B) in its entirety and substituting therefor the following new Bye-law 162(B):

“Subject to paragraph (C) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the 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, shall not less than twenty-one days before the date of the meeting be sent to every shareholder of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-laws, provided that this Bye-law shall not require a copy of those documents to be sent 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 shareholder or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on

NOTICE OF AGM

application at the Head Office or the Branch Transfer 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.”

- (ii) By deleting the existing Bye-law 162(C) in its entirety and substituting therefor the following new Bye-law 162(C) immediately after Bye-law 162(B) as follows:

“The Company may send summarized financial statements to shareholders of the Company who have, in accordance with the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by an auditor’s report and notice informing the shareholder how to notify the Company that he elects to receive the full financial statements. The summarized financial statements, notice and auditor’s report must be sent or given in a manner as prescribed by these Bye-laws not less than twenty-one days before the general meeting to those shareholders that consented and elected to receive the summarized financial statements.”

- (iii) By inserting the following new Bye-law 162(D) immediately after Bye-law 162(C) as follows:

“Subject to Section 88 of the Companies Act, the Company shall send the full financial statements to a shareholder within seven days of receipt of the shareholder’s election to receive the full financial statements.”

14. BYE-LAW 167

By deleting the existing Bye-law 167 in its entirety and substituting therefor the following new Bye-law 167:

- “(A)(1) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

NOTICE OF AGM

- (2) Any notice or document to be given to or by any person pursuant to these Bye-Laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in Hong Kong. In 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 sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”).
- (3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-Laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.
- (B) (1) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.
- (2) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of

NOTICE OF AGM

any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.”

15. BYE-LAW 168

By inserting the following words “or in any other manner as prescribed under these Bye-laws.” after the existing words “prepaid airmail letter” on the fifth line under the existing Bye-law 168.

16. BYE-LAW 169

By deleting the existing Bye-law 169 in its entirety and substituting therefor the following new Bye-law 169:

“Any notice or other document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) given or issued by or on behalf of the Company:

- (i) if sent by mail, postage prepaid shall be deemed to have been served or delivered on the day following that on which the letter, envelope or wrapper containing the same, is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail and a certificate in writing signed by the Secretary or other person appointed by the Board that the letter, envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left;
- (ii) if sent by electronic communication (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent on behalf of the Company. A notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (a) the day on which a notice of availability is deemed served on such shareholder; and (b) the date on which the notice or document was published on the website;

NOTICE OF AGM

- (iii) if served or delivered by the Company by any other means authorised in writing by the shareholders concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose; and
- (iv) if 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.”

17. BYE-LAW 170

By deleting the existing Bye-law 170 in its entirety and substituting therefor the following new Bye-law 170:

“A notice may be given by or on behalf of the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it in such manner as provided in Bye-law 167 addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

- (B) “**THAT** the new bye-laws of the Company, in the form of the printed document marked “B” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments referred to in Special Resolution no. 7A (as set out in the notice convening this meeting) and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be and are hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.”

By Order of the Board
GUO Wei
Chairman

Hong Kong, 4 July 2011

NOTICE OF AGM

Notes:

- (i) The register of members of the Company will be closed from Wednesday, 10 August 2011 to Monday, 15 August 2011 (both days inclusive) and on Friday, 19 August 2011 respectively, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting to be held on 15 August 2011, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 9 August 2011. In order to qualify for the final dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 18 August 2011.
- (ii) Subject to the shareholders' approval at the forthcoming annual general meeting or any adjournment thereof (as the case may be), the final dividend of 32.25 HK cents per share will be payable on or about Friday, 26 August 2011 to those shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 18 August 2011.
- (iii) Any shareholder of the Company entitled to attend and vote at the annual general meeting or any adjournment thereof (as the case may be) shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
- (iv) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the annual general meeting or any adjournment thereof (as the case may be), either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting or any adjournment thereof (as the case may be), then one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (v) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus 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 annual general meeting or any adjourned meeting thereof (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the annual general meeting or at any adjourned meeting thereof (as the case may be).