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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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 PINE Technology Holdings Limited (“the Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale as effected for transmission to the purchaser.

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PINE TECHNOLOGY HOLDINGS LIMITED

松景科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1079)

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

A notice convening the annual general meeting of the Company to be held at Unit A, 32nd Floor, Manulife Tower, 169 Electric Road, North Point, Hong Kong on 7 November, 2012 at 3:00 p.m. is set out on pages 10 to 13 of this circular. Whether you are able to attend or not, please complete and return the form of proxy accompanying this circular to the branch share registrar of the Company in Hong Kong as soon as possible and, in any event, not later than 3:00 p.m. on 5 November, 2012. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting if you wish.

* *for identification purposes only*

5 October, 2012

CONTENTS

	<i>Page</i>
Letter from the Board	
– Introduction	1
– General Mandate to Issue New Shares	2
– General Mandate to Repurchase Shares	2
– Re-election of Retiring Directors	3
– Notice of Annual General Meeting	3
– Voting by Poll	3
– Recommendation	4
Appendix I – Explanatory Statement on Repurchase Mandate	5-7
Appendix II – Details of the Retiring Directors Proposed to be Re-elected	8-9
Notice of Annual General Meeting	10-13

LETTER FROM THE BOARD



PINE TECHNOLOGY HOLDINGS LIMITED

松景科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1079)

Executive Directors:

Mr. Chiu Hang Tai (*Chairman*)

Mr. Chiu Samson Hang Chin (*Deputy Chairman*)

Non-Executive Director:

Mr. Chiu Herbert H T

Independent Non-Executive Directors:

Mr. Li Chi Chung

Mr. So Stephen Hon Cheung

Dr. Huang Zhijian

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal Place of Business

in Hong Kong:

Unit A, 32nd Floor,

Manulife Tower

169 Electric Road

North Point

Hong Kong

5 October, 2012

To the shareholders

Dear Sir or Madam,

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

INTRODUCTION

At the annual general meeting of PINE Technology Holdings Limited (“the Company”) to be held at Unit A, 32nd Floor, Manulife Tower, 169 Electric Road, North Point, Hong Kong on 7 November, 2012 at 3:00 p.m. (“the AGM”), resolutions will be proposed to approve, among others (i) the grant of general mandates to allot, issue and deal with new shares and to repurchase shares of the Company to the directors of the Company (“the Directors”); and (ii) the re-election of retiring directors of the Company.

* *for identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

It will be proposed at the AGM two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with new shares of the Company not exceeding 20% of the share capital of the Company in issue on the date of the resolution (“Issue Mandate”) and adding to such general mandate so granted to the Directors any shares representing the aggregate nominal amount of the shares repurchased by the Company after the granting of the below repurchase mandate in order to provide flexibility for issuing new shares when it is in the interests of the Company.

As at 28 September, 2012 (“the Latest Practicable Date”), the total issued share capital of the Company comprised 920,984,783 shares. Subject to the passing of the relevant ordinary resolution to approve the Issue Mandate and on the basis that no further shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Issue Mandate to allot a maximum of 184,196,956 shares assuming the below repurchase mandate is not exercised.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general mandate to exercise all powers of the Company to repurchase issued and fully paid shares of HK\$0.10 each in the Company (“Shares”) on the Stock Exchange (“Repurchase Mandate”). Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of the resolution. The mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or by its bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

As at the Latest Practicable Date prior to the printing of this circular, there were in issue an aggregate of 920,984,783 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased, prior to the date of the AGM, would accordingly result in up to 92,098,478 Shares being repurchased by the Company. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

This circular contains the explanatory statement in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“the Listing Rules”) and to give all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the aforesaid resolutions.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Under code provision A.4.2 set out in the Corporate Governance Code (“the Code Provision”) contained in Appendix 14 of the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to Bye-law 111 of the Company’s Bye-laws, one-third of the directors, with the exception of Chairman, Deputy Chairman, Managing Director and joint Managing Director, shall retire from office by rotation at each annual general meeting. Notwithstanding the provisions of the Company’s Bye-laws, the Company intends to comply with the Code Provision A.4.2 by way of having one-third of all the Company’s directors subject to retirement by rotation at each annual general meeting.

At the forthcoming 2012 AGM, Mr. Chiu Herbert H T and Dr. Huang Zhijian will retire from office and both of them, being eligible, shall offer themselves for re-election pursuant to Bye-law 111.

Details of the retiring directors are set out in Appendix II to this circular.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out in page 10 to 13 of this circular. A proxy form for appointing proxy is dispatched with this circular and published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the branch share registrar of the Company in Hong Kong at Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude shareholders of the Company (“Shareholders”) from attending and voting at the meeting and at any adjournment thereof if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions set out in the notice of the AGM will be decided by poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that all the above-mentioned resolutions, among others, in relation to the Issue Mandate, Repurchase Mandate and re-election of directors, are in the best interests of the Company and the Shareholders. Therefore, the Directors recommend the proposals to all the Shareholders for their favourable consideration and urge them to vote in favour of these resolutions to be proposed at the AGM.

On behalf of the Board of
PINE Technology Holdings Limited
Chiu Hang Tai
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to provide Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

(a) Share capital

As at the Latest Practicable Date, there were in issue an aggregate of 920,984,783 Shares. Subject to the passing of the ordinary resolution set out in item 4A of the notice of the AGM in respect of granting of the Repurchase Mandate and on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, the Directors be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$9,209,847.80 (equivalent to 92,098,478 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the AGM.

(b) Reasons for repurchases

The Directors believe that the granting of the Repurchase Mandate is in the best interest of the Company and the Shareholders. Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or earnings per Share.

(c) Funding of repurchases

Repurchase of Shares will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Bye-laws of the Company and the applicable laws of Bermuda.

As compared with the financial position of the Company as at 30 June, 2012 (being the date of its latest published audited accounts), the Directors do not expect there to be any material adverse impact on the working capital or gearing position of the Company as a result of repurchases made under the proposed Repurchase Mandate even if the mandate is exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(d) Disclosure of Interest

To the best of their knowledge and having made all reasonable enquires, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have present intention to sell any Shares to the Company, or they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

(e) Undertaking of The Directors

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

(f) Effect of takeovers code

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Code on Takeovers and Mergers (“Takeovers Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Chiu Hang Tai, Mr. Chiu Samson Hang Chin, Mr. Chiu Herbert H T, Mr. Chiu Hang Tung Jason, Ms. Chiu Man Wah and Madam Wong Wai Ying, all acting in concert beneficially held 211,175,958 Shares representing 22.93% of the issued share capital of the Company, 169,663,056 Shares representing 18.42% of the issued share capital of the Company, 60,824,958 Shares representing 6.60% of the issued share capital of the Company, 62,718,084 Shares representing 6.81% of the issued share capital of the Company, 62,718,084 Shares representing 6.81% of the issued share capital of the Company and 14,675,958 Shares representing 1.59% of the issued share capital of the Company respectively. These, in aggregate, represent approximately 63.16% of the issued share capital of the Company. Based on such shareholdings and in the event that the Repurchase Mandate is exercised in full, the shareholdings of Mr. Chiu Hang Tai, Mr. Chiu Samson Hang Chin, Mr. Chiu Herbert H T, Mr. Chiu Hang Tung Jason, Ms. Chiu Man Wah and Madam Wong Wai Ying in aggregate would be increased to 70.19% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Of 211,175,958 Shares beneficially held by Mr. Chiu Hang Tai, 14,675,958 Shares are registered in his personal name, the remaining of 196,500,000 shares are beneficially owned by and registered in the name of Alliance Express Group Limited which is incorporated in the British Virgin Islands (“BVI”) and its entire issued share capital is beneficially owned by Mr. Chiu Hang Tai. Madam Wong Wai Ying is the mother of Mr. Chiu Hang Tai, Mr. Chiu Samson Hang Chin, Mr. Chiu Herbert H T, Mr. Chiu Hang Tung Jason and Ms. Chiu Man Wah.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer under the Rule 26 of the Takeovers Code or result in the number of listed Shares which are in the hands of the public falling below the prescribed minimum percentage required by the Stock Exchange.

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

(g) Share repurchases made by the Company

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

(h) Share prices

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the previous twelve months were as follows:-

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
October	0.129	0.080
November	0.125	0.081
December	0.119	0.076
2012		
January	0.114	0.084
February	0.136	0.075
March	0.130	0.091
April	0.092	0.081
May	0.099	0.075
June	0.088	0.061
July	0.091	0.068
August	0.118	0.070
September	0.108	0.086

The following are the details of the Directors who will retire and being eligible, offer themselves for re-election:–

Mr. Chiu Herbert H T, aged 58, was appointed as a non-executive director of Company on 29 June, 2010. He obtained his Bachelor degree of Business Management from Ryerson University, Toronto, Canada in 1978. After working in the field of public accounting specializing in mining and financial services for six years, Mr. Chiu has then spent 26 years in building and leading Ginco Enterprises Inc. and HFW Holdings Limited (formerly W-W Airview Farms Limited) of which he has been both the president and the majority shareholder. Mr. Chiu has considerable knowledge and experience in the investment, finance, agriculture, and commodity fields. Mr. Chiu is a member of The Canadian Institute of Chartered Accountants.

Mr. Chiu does not hold any position with the other members of the Company's Group. He has not held any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Herbert Chiu is the brother of Mr. Chiu Hang Tai and Mr. Chiu Samson Hang Chin, who are both the executives directors and substantial shareholders of the Company. Save as disclosed, Mr. Herbert Chiu does not have any relationships with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

There is a letter of appointment dated 28 June, 2012 between the Company and Mr. Herbert Chiu to extend a term of two years and either he or the Company may terminate such appointment at any time by giving at least one month's notice in writing to the other. The appointment as a non-executive director may be extended for a period as he and the Company may agree in writing. Mr. Herbert Chiu is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. He is entitled to director's emoluments of HK\$10,000 per month which is determined by the Board with reference to the Company's remuneration policy adopted for non-executive directors.

At the Latest Practicable Date, Mr. Herbert Chiu has personal interest in 60,824,958 Shares representing approximately 6.60% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Dr. Huang Zhijian, aged 66, was appointed as an independent non-executive director of the Company on 29 June, 2010. He graduated from Tsinghua University in Beijing, the People's Republic of China in 1968 and had been a lecturer at Tsinghua University during the period from 1984 to 1986. He received a Master of Science degree in 1982 and a Doctor of Philosophy degree in 1984 from the Institute of Science and Technology of the University of Manchester, the United Kingdom.

Dr. Huang had held senior executive and managerial positions in various companies since 1986 including China Resources Development and Investment Co., Ltd. Dr. Huang has ample experience in and been involved in the evaluation, negotiation, equity transaction and/or management of various investment projects in different industries including the information technology industry, the telecommunication industry and the electronics industry.

Dr. Huang has been an executive director of Grand Investment International Ltd. (stock code: 1160), a company listed on the main board of the Stock Exchange, since 1 January, 2007.

Dr. Huang does not hold any position with the other members of the Company's Group. Save as disclosed above, he has not held any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

There is a letter of appointment dated 28 June, 2012 between the Company and Dr. Huang to extend a term of two years and either Dr. Huang or the Company may terminate such appointment at any time by giving one month's notice in writing to the other. The appointment as independent non-executive director may be extended for a period as Dr. Huang and the Company may agree in writing. Dr. Huang is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. He is entitled to director's emoluments of HK\$10,000 per month which is determined by the Board with reference to the Company's remuneration policy adopted for independent non-executive directors.

Dr. Huang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



PINE TECHNOLOGY HOLDINGS LIMITED

松景科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1079)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of PINE TECHNOLOGY HOLDINGS LIMITED (“the Company”) will be held at Unit A, 32nd Floor, Manulife Tower, 169 Electric Road, North Point, Hong Kong on 7 November, 2012 at 3:00 p.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 30th June, 2012.
2. To re-elect the retiring directors and to authorise the Board of Directors to fix the directors’ remuneration.
3. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and if thought fit, pass the following resolutions as Ordinary Resolutions:–

A. **“THAT**

- (a) subject to paragraph A(b) below, the exercise by the directors of the Company (“the Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the

* *for identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the approval pursuant to paragraph A(a) shall be limited accordingly; and

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT

- (a) subject to paragraph B(b) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly:-
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory outside Hong Kong;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon Resolutions 4A and 4B being passed, the general mandate granted to the Directors of the Company pursuant to Resolution 4B to exercise the powers of the Company to allot shares in the capital of the Company be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4A, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

On behalf of the Board of
PINE Technology Holdings Limited
Chiu Hang Tai
Chairman

Hong Kong, 5 October, 2012

As at the date of this circular, executive Directors are Mr. Chiu Hang Tai and Mr. Chiu Samson Hang Chin, the non-executive Director is Mr. Chiu Herbert H T and the independent non-executive Directors are Mr. Li Chi Chung, Mr. So Stephen Hon Cheung and Dr. Huang Zhijian.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.