
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 you should take, 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 **JACKIN INTERNATIONAL HOLDINGS LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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JACKIN INTERNATIONAL HOLDINGS LIMITED

輝影國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

RE-ELECTION OF DIRECTORS GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Jackin International Holdings Limited to be held at Conference Room A, Unit 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 28 June 2007 at 10:00 a.m. is set out on pages 10 to 12 of this circular. Whether or not the Shareholders propose to attend the meeting, they are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's principal place of business in Hong Kong at Unit 8, 10th Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the meeting should they so wish.

* For identification purpose only

27 April 2007

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DEFINITIONS

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

“AGM”	the Annual General Meeting of the Company to be held on Thursday, 28 June 2007 at 10:00 a.m.;
“AGM Notice”	the notice convening the AGM as set out on pages 10 to 12 of this circular;
“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being;
“Bye-laws”	Bye-laws of the Company;
“Company”	Jackin International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company for the time being;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Latest Practicable Date”	23 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot and issue Shares during the period as set out in ordinary resolution No. 4 in the AGM Notice up to 20% of the issued share capital of the Company as at the date of passing ordinary resolution No. 4;
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



JACKIN INTERNATIONAL HOLDINGS LIMITED

輝影國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

Executive Directors:

Ms. Ho Yin King, Helena (*Chairman and Managing Director*)

Mr. Ho Fai Keung, Jacky (*Deputy Chairman*)

Mr. Cheung Sze Ming

Ms. Lo Suk King

Registered office:

Clarendon House,

2 Church Street,

Hamilton HM 11,

Bermuda

Independent non-executive Directors:

Dr. Li Sau Hung, Eddy

Mr. Leung Ka Kui, Johnny

Mr. Chan Kam Kwan, Jason

Principal place of business:

Unit 8, 10th Floor, Riley House,

88 Lei Muk Road, Kwai Chung,

New Territories,

Hong Kong

27 April 2007

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with details regarding the proposals involving the re-election of Directors at the AGM and the general mandate to issue Shares.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87, the Directors retiring by rotation at the AGM will be Ms. Ho Yin King, Helena, Mr. Leung Ka Kui, Johnny and Mr. Chan Kam Kwan, Jason, who being eligible, will offer themselves for re-election. Details of the above Directors are set out in the Appendix to this circular in accordance with the relevant requirements of the Listing Rules. Resolutions will be put forward at the AGM to consider the re-election of the retiring Directors.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 23 June 2006, general mandate was granted to the Directors to exercise the powers of the Company to issue Shares. Under the terms of the Listing Rules and the resolution granting such mandate, this general mandate will lapse at the conclusion of the next annual general meeting of the Company.

The Directors intend to renew the general mandate to issue Shares.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Share Issue Mandate. The Shares which may be allotted and issued pursuant to the Share Issue Mandate are up to 20% of the issued capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate.

4. ANNUAL GENERAL MEETING

On pages 10 to 12 of this circular, you will find the AGM Notice setting out the relevant resolutions which will be proposed to approve the re-election of the retiring Directors, the Share Issue Mandate and the amendments to the Bye-laws.

5. RIGHT TO DEMAND POLL

Shareholders may wish to note that, under Bye-law 66, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:–

- (i) by the chairman of such meeting; or
- (ii) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

LETTER FROM THE BOARD

- (iii) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (iv) by a member or members present in person or in the case of a member being a corporation by its duly authorised 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 shares conferring that right.

6. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's principal place of business at Unit 8, 10th Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

7. RECOMMENDATION

The Directors believe that the re-election of Directors and the Share Issue Mandate are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the AGM Notice.

Yours faithfully,
By Order of the Board
Ho Yin King, Helena
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM to be held on Thursday, 28 June 2007:

Ms. Ho Yin King, Helena

Ms. HO Yin King, Helena, aged 49, is a co-founder of the Group and the Chairman and Managing Director of the Company, and is responsible for the Group’s strategic planning. Ms. Ho graduated from the University of Toronto, Canada, with a Bachelor Degree in Commerce in 1981. She had two years’ experience in financial analysis and foreign exchange dealing prior to the establishment of the Group in 1983. Ms. Ho was elected the Winner of Young Industrialist Awards of Hong Kong 1993 by the Federation of Hong Kong Industries. She is the sister of Mr. Ho Fai Keung, Jacky and the sister-in-law of Ms. Lo Suk King, both being executive directors of the Company.

There is a service agreement between the Company and Ms. Ho. She was entitled to the following director’s fees and emoluments for 2006:

	<i>HK\$</i>
Fees	–
Other emoluments	
Salaries and other benefits	4,728,000
Contributions to retirement benefits schemes	12,000
	4,740,000

The emoluments of Directors are determined by the Board having regard to the Remuneration Committee’s recommendation and with reference to the Directors’ contributions and relevant duties and responsibilities within the Company.

As at the Latest Practicable Date, Ms. Ho is interested, directly and indirectly, in 200,605,000 Shares (amounting to about 27.11% of the issued share capital of the Company). Ms. Ho also holds share options granted to her under the existing share option scheme of the Company entitling her to subscribe for 6,872,628 Shares. In addition, she holds the following interests in the following associated corporations of the Company:

	Capacity	Number of shares held	Approximately percentage of interests
Jackin Video Cassette (Taiwan) Limited	beneficial owner	4	0.0002%
			Number of non-voting deferred shares held
Jackin Magnetic Company Limited			3,600 shares of HK\$100 each
Jackin Video Cassette Co. Limited			330,000 shares of HK\$1 each

Save as disclosed herein, (i) Ms. Ho does not hold any directorship in other listed public companies in Hong Kong in the past three years or any position in the Group, nor she has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election.

Mr. Leung Ka Kui, Johnny

Mr. LEUNG Ka Kui, Johnny, aged 50, is an Independent Non-executive Director of the Company. Mr. Leung is Bachelor of Laws of the University of London. He is a qualified solicitor in Hong Kong, England & Wales and Singapore, and is a Notary Public and China Appointed Attesting Officer. He has over 21 years of experience in legal field and is the senior partner of Messrs. Johnny K.K. Leung & Co., Solicitors & Notaries.

There is no service contract between the Company and Mr. Leung. No terms have been fixed for Mr. Leung's length of service with the Company, but he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Bye-laws. Mr. Leung was entitled to a director's fee and an audit committee member's fee of HK\$200,000 for 2006. The emoluments of Directors are determined by the Board having regard to the Remuneration Committee's recommendation and with reference to the Directors' contributions and relevant duties and responsibilities within the Company.

As at the Latest Practicable Date, Mr. Leung does not have any interests or short position in the share capital of the Company within the meaning of Part XV of the SFO, other than the share options granted to him under the existing share option scheme of the Company entitling him to subscribe for 2,291,542 Shares.

Save as disclosed herein, (i) Mr. Leung does not hold any directorship in other listed public companies in Hong Kong in the last three years or any position in the Group, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

Mr. Chan Kam Kwan, Jason

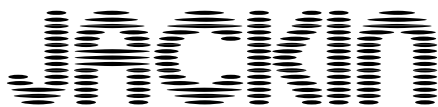
Mr. CHAN Kam Kwan, Jason, aged 33, is an Independent Non-executive Director of the Company. Mr. Chan holds a Bachelor of Commerce Degree from University of British Columbia and is a member of American Institute of Certified Public Accountants. Mr. Chan has over 8 years' accounting and corporate finance experience in a big-4 international audit firm and several listed corporations. Mr. Chan is an Executive Director and the Company Secretary of Hong Kong Pharmaceutical Holdings Limited. Mr. Chan is also the Company Secretary of Asian Union New Media (Group) Limited and DVN (Holdings) Limited. All the three companies are listed on the Stock Exchange.

There is no service contract between the Company and Mr. Chan. No terms have been fixed for Mr. Chan's length of service with the Company, but he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Bye-laws. Mr. Chan was entitled to a director's fee and an audit committee member's fee of HK\$200,000 for 2006. The emoluments of Directors are determined by the Board having regard to the Remuneration Committee's recommendation and with reference to the Directors' contributions and relevant duties and responsibilities within the Company.

As at the Latest Practicable Date, Mr. Chan does not have any interests or short position in the share capital of the Company within the meaning of Part XV of the SFO, other than the share options granted to him under the existing share option scheme of the Company entitling him to subscribe for 1,542 Shares.

Save as disclosed herein, (i) Mr. Chan does not hold any directorship in other listed public companies in Hong Kong in the last three years or any position in the Group, nor he has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

NOTICE OF ANNUAL GENERAL MEETING



JACKIN INTERNATIONAL HOLDINGS LIMITED

輝影國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Conference Room A, Unit 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 28 June 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

As ordinary business:

1. To receive and adopt the audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2006.
2. To re-elect the retiring directors and to authorise the Board of Directors to fix the directors' remuneration.
3. To re-appoint Messrs. KPMG as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

As special business:

ORDINARY RESOLUTION

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and 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 shares to be allotted be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and 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 shares to be allotted after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (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 which carry rights to subscribe for or are convertible into shares of the Company or (iii) the exercise of any options granted under the share option scheme of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment 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, shall not exceed 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
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or its Bye-laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members 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 such 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 applicable to the Company).”

By Order of the Board
Ho Yin King, Helena
Chairman

27 April 2007

Principal place of business:

Unit 8, 10th Floor, Riley House,
88 Lei Muk Road, Kwai Chung,
New Territories,
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for use at the annual general meeting is enclosed herewith.
4. The form of proxy and the power of attorney of other authority, if any, under which it is signed or a certified copy of such power of authority must be lodged at the Company's principal place of business at Unit 8, 10th Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or adjourned meeting (as the case may be) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the annual general meeting or at any adjourned meeting (as the case may be) should they so wish.