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If you have sold or transferred all your shares in Theme International Holdings Limited (the “Company”), 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.

Theme
THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 990)

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

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 9 May 2012 at 11:00 am. is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice and requested to complete and return the enclosed proxy form, in accordance with the instructions printed thereon, to the Company’s sub-registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

3 April 2012

DEFINITIONS

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

| | |
|---------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 9 May 2012 at 11:00 am. |
| “AGM Notice” | the notice convening the AGM set out on pages 11 to 14 of this circular |
| “Board” | the board of Directors |
| “Bye-laws” | the bye-laws of the Company |
| “Company” | Theme International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “General Mandate” | a general mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding the sum of 20% of the existing issued share capital of the Company as at the date of passing of the relevant resolutions |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 26 March 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Repurchase Mandate” | a general mandate to the Directors to exercise the power of the Company to repurchase shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolutions |

DEFINITIONS

| | |
|-----------------------|---|
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.0025 each in the share capital of the Company |
| “Share Option Scheme” | the share option scheme adopted by the Company on 29 December 2009 |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Repurchases |
| “%” | per cent |

LETTER FROM THE BOARD

Theme
THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 990)

Executive Directors:

Mr. Wong Lik Ping (*Chairman*)

Mr. Cheung Wing Hong Shannon
(*Chief Executive Officer*)

Mr. Ma Chi Shing

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-Executive Director:

Mr. Huang Bin

Principal Place of Business

in Hong Kong:

12th Floor, Kwan Chart Tower
6 Tonnochy Road
Wan Chai
Hong Kong

Independent Non-Executive Directors:

Mr. Kee Wah Sze

Mr. Chan Pat Lam

Mr. To Yan Ming Edmond

3 April 2012

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the granting of the General Mandate and the Repurchase Mandate and the extension of the General Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (ii) the proposed re-election of Directors in accordance with the Bye-laws in order to enable you to make an informed decision on whether to vote for or against these ordinary resolutions. These resolutions will be proposed at the AGM and are set out in the AGM Notice.

LETTER FROM THE BOARD

RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution. The General Mandate will end 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 the Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 3,655,819,836 Shares in issue as at the Latest Practicable Date and on the basis that none of the outstanding share options of the Company is exercised pursuant to the Share Option Scheme and assuming no other Shares will be issued or repurchased between the Latest Practicable Date and the AGM, the Directors will be authorised to issue up to 731,163,967 Shares under the General Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue of the Company is 3,655,819,836 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and on the basis that none of the outstanding share options of the Company is exercised pursuant to the Share Option Scheme and no other Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 365,581,983 Shares, being 10% of the entire issued share capital of the Company as at the date of passing of the resolution in relation thereof. The Repurchase Mandate will end 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 the Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to bye-law 87 of the Bye-laws, Mr. Wong Lik Ping, Mr. Kee Wah Sze and Mr. To Yan Ming, Edmond will retire as Directors by rotation at the AGM and they, being eligible, will offer themselves for re-election at the AGM.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

The AGM will be held at 11:00 a.m. on Wednesday, 9 May 2012 at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, at which resolutions, amongst others, will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in this circular. The AGM Notice is set out on pages 11 to 14 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not later than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy will not prevent Shareholders from attending and voting at the AGM if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll results will be published by the Company on the date of the AGM in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board believes that the granting of the General Mandate, the Repurchase Mandate and the extension of the General Mandate and the re-election of retiring Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice.

Yours faithfully,
By order of the Board
Theme International Holdings Limited
Ma Chi Shing
Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for Shareholders to consider the Repurchase Mandate.

1. Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,655,819,836 Shares.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 365,581,983 Shares (representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution to approve the Repurchase Mandate).

2. Reasons for Repurchases

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. Funding of Repurchases

It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the shares being repurchased or from the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purposes of the repurchase, and in the case of any premium payable on such repurchase, funds of the Company which would otherwise be available for dividend or distribution or from the Company's share premium account before the repurchase, being funds legally available for this purpose in accordance with the memorandum of association, the Bye-laws and the Companies Act 1981 of Bermuda.

There might be a material adverse impact on the working capital and gearing position of the Company as compared with the position disclosed in the Company's audited financial statements contained in the annual report for the year ended 31 December 2011 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. Share Prices

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:-

| | Price per Share | |
|--|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| March 2011 | 0.710 | 0.480 |
| April 2011 | 0.720 | 0.510 |
| May 2011 | 0.760 | 0.530 |
| June 2011 | 0.560 | 0.430 |
| July 2011 | 0.510 | 0.400 |
| August 2011 | 0.430 | 0.265 |
| September 2011 | 0.360 | 0.250 |
| October 2011 | 0.305 | 0.180 |
| November 2011 | 0.390 | 0.235 |
| December 2011 | 0.295 | 0.227 |
| January 2012 | 0.270 | 0.220 |
| February 2012 | 0.285 | 0.240 |
| March 2012 (up to the Latest Practicable Date) | 0.260 | 0.203 |

5. Undertaking

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 and the applicable laws of Bermuda.

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

No connected persons (as defined in the Listing Rules) of the Company notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. Takeovers Code

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert

(within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company will not exercise the Repurchase Mandate to such extent as would result in the number of Shares held by the public falling below 25%.

7. Share Repurchase Made By the Company

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

Mr. Wong Lik Ping, aged 51, was appointed as executive director of the Company in 2009. He is also the Chairman of the Company. Mr. Wong has extensive experience and investments in a wide range of businesses including education, online examination and mine industry in the PRC. Mr. Wong has over 19 years' experience in trading business and financial industry and has held directorship with various private companies. Mr. Wong is currently also vice-chairman of Shougang Fushan Resources Group Limited (Stock Code: 639), a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Wong has not entered into any service contract with the Company and has no fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Wong also holds directorships in the subsidiaries of the Group in Hong Kong and overseas. As at the Latest Practicable Date, Mr. Wong has interests in 2,275,862,096 shares and holds 3,000,000 share options granted under the Share Option Scheme.

Mr. Kee Wah Sze, aged 64, was appointed as independent non-executive director of the Company with effect from in 2009 and currently as members of the audit committee, remuneration committee and nomination committee of the Company. He is a partner of Messrs. Michael Cheuk, Wong & Kee and is a practicing solicitor in Hong Kong for over 29 years specialized in both the commercial and conveyancing fields. He is a Notary Public of Hong Kong, a China Appointed Attesting Offices and holder of Master Degree in Chinese and Comparative Law of City University of Hong Kong and Master Degree in Law of the People's University of the PRC. He also currently serves as (i) an executive director of Goldbond Group Holdings Limited (Stock Code: 172), a company whose shares are listed on the Main Board of the Stock Exchange and (ii) an independent non-executive director and members of the audit committee, nomination committee and remuneration committee of Shougang Fushan Resources Group Limited (Stock Code: 639), a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Kee has entered into a service contract with the Company on 1 January 2012 for a term of one year, which is subject to renewal. Pursuant to the service contract, Mr. Kee is entitled to receive a monthly remuneration of HK\$5,000 for his employment as independent non-executive Director which is determined by reference to his qualification, experience, duties, responsibilities and the prevailing market conditions. Mr. Kee's directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Kee holds 3,000,000 share options granted under the Share Option Scheme.

Mr. To Yan Ming Edmond, aged 40, was appointed as independent non-executive director of the Company in 2009 and currently as Chairman of the audit committee, the remuneration committee and nomination committee of the Company. He holds a bachelor degree in Commerce in Accounting from Curtin University of Technology in Western Australia. Mr. To is a practicing accountant and presently the director of Edmond To CPA Limited and Zhonglei (HK) CPA Company Limited. He is a member of both the CPA Australia and Hong Kong Institute of Certified Public Accountants. He worked for one of the international accounting firms, Deloitte Touche Tohmatsu and has over 11 years of

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

experience in auditing, accounting, floatation and taxation matters. Mr. To was appointed as an independent non-executive director and chairmen of the audit committee and remuneration committee of China Vanguard Group Limited (Stock Code: 8156), which shares are listed on the GEM Board of the Stock Exchange. Mr. To is also (i) an independent non-executive director and chairman of the audit committee and member of the remuneration committee of BEP International Holdings Limited (Stock Code: 2326); and (ii) an independent non-executive director and chairman of the audit committee and members of the remuneration and nomination committee of Wai Chun Group Holdings Limited (Stock Code: 1013) (both being companies listed on the Main Board of the Stock Exchange). Mr. To has entered into a service contract with the Company on 1 January 2012 for a term of one year, which is subject to renewal. Pursuant to the service contract, Mr. To is entitled to receive a monthly remuneration of HK\$5,000 for his employment as independent non-executive Director which is determined by reference to his qualification, experience, duties, responsibilities and the prevailing market conditions. Mr. To's directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. To holds 3,000,000 share options granted under the Share Option Scheme.

Save as disclosed, each of the above Directors:

- (i) does not have any relationship with any directors, senior management or substantial or controlling Shareholders;
- (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and
- (iii) did not hold any directorship in any other listed company in Hong Kong or overseas in the past 3 years before the Latest Practicable Date.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to 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.

NOTICE OF ANNUAL GENERAL MEETING

Theme
THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 990)

NOTICE IS HEREBY GIVEN that an annual general meeting of Theme International Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 9 May 2012 at 11:00 a.m. for the following purposes:

- 1 To receive, consider and adopt the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2011;
- 2 To re-elect the retiring directors of the Company and authorise the board of directors to fix their remuneration;
- 3 To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board to fix auditors’ remuneration;
- 4 To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

“THAT:

- 4.1 subject to paragraph 4.3 of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), 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 or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities in the capital of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- 4.2 the approval in paragraph 4.1 of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

4.3 the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrant or otherwise) and issued by the directors of the Company pursuant to the approval granted in paragraph 4.1 of this resolution, otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined);
- (ii) the rights of subscription or conversion under the terms of any warrants issued by the Company or any securities when are convertible into shares;
- (iii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; 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 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 as at the date of passing of this resolution, and the approval granted in paragraph 4.1 of this resolution shall be limited accordingly; and

4.4 for the purpose of this resolution,

“Relevant Period” means the period from the date of 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 law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares, or offer of warrants or options to subscribe for shares, open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares of the Company (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).”

NOTICE OF ANNUAL GENERAL MEETING

- 5 To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- 5.1 subject to paragraph 5.3 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 its own issued shares in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 be and is hereby generally and unconditionally approved;
- 5.2 the approval in paragraph 5.1 of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the directors of the Company;
- 5.3 the aggregate nominal amount of share capital of the Company which are authorised to be repurchased by the Company pursuant to the approval granted in paragraph 5.1 of this resolution shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of the passing of this resolution, and the approval granted under paragraph 5.1 of this resolution shall be limited accordingly;
- 5.4 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 law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

- 6 To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 4 and 5 as set out in the notice convening this meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to the resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5 as set out in notice convening the meeting of which this resolution forms part, 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 of this resolution.”

By order of the Board
Theme International Holdings Limited
Ma Chi Shing
Director

Hong Kong, 3 April 2012

Notes:

- 1 Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- 2 In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any shareholder from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wishes.
- 3 In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
- 4 The votes to be taken at the meeting will be taken by poll.
- 5 The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.