
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Rontex International Holdings Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RONTEX

RONTEX INTERNATIONAL HOLDINGS LIMITED

朗迪國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1142)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND
ISSUE SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) INFORMATION ON DIRECTORS TO BE RE-ELECTED;
(3) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “AGM”) of the Company to be held at 19th Floor, Chun Wo Commercial Centre, 23-29 Wing Wo Street, Central, Hong Kong on 15 August 2008 (Friday) at 3:00 p.m. are set out on page 15 to 19 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return the same to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof if you so wish.

18 July, 2008

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	3
2. General Mandate to Issue Shares	4
3. General Mandate to Repurchase Shares	5
4. Proposed Refreshment of Scheme Mandate Limit	5
5. Action to be taken	7
6. Procedures for demanding a poll	7
7. Information of the directors to be re-elected at the AGM	8
8. Recommendation	10
APPENDIX I — EXPLANATORY STATEMENT	11
NOTICE OF ANNUAL GENERAL MEETING	15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 19th Floor, Chun Wo Commercial Centre, 23-29 Wing Wo Street, Central, Hong Kong on 15 August 2008 (Friday) at 3:00 p.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the proposed Refreshment of the Scheme Mandate Limit
“Articles of Association”	articles of association of the Company
“Associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	Rontex International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Eligible Participant(s)”	any full-time or part-time employees of the Company or its subsidiaries (including any executive, non-executive and independent non-executive directors of the Company or its subsidiaries) and any consultants of the Group
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 July 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Refreshment of the Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the resolution of the Company on 19 October 2002
“Share(s)”	ordinary share(s) of HK\$0.01 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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD OF DIRECTORS

RONTEX

RONTEX INTERNATIONAL HOLDINGS LIMITED

朗迪國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1142)

Executive Directors:

CHEUNG Keng Ching (*Chairman*)

CHOU Mei

LI Wing Sang

Independent Non-Executive Directors:

LO Siu Tong, Alfred

TAM Tak Wah

WONG Lai Wah, Ada

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

23rd Floor

Chun Wo Commercial Centre

23-29 Wing Wo Street

Central

Hong Kong

18 July 2008

To the Shareholders and,

for information only, warrant holders of the Company

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND
ISSUE SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) INFORMATION ON DIRECTORS TO BE RE-ELECTED;
(3) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Company's existing general mandates to issue Shares was refreshed and approved by the Shareholders at the extraordinary general meeting held on 21 April 2008 and the Company's existing general mandate to repurchase Shares was approved by the shareholders at the annual general meeting held on 31 August 2007. Unless otherwise renewed, the existing general mandates to issue Shares and to repurchase Shares will lapse at the earliest of (a) conclusion of

* For identification purpose only

LETTER FROM THE BOARD OF DIRECTORS

the AGM; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of Hong Kong to be held; and (c) the revocation or variation of the authority given by an ordinary resolution of the Shareholders of the Company in general meeting.

In order to ensure flexibility when it is desirable to allot additional Shares or to repurchase Shares, the Directors will seek the approval of the Shareholders to grant new general mandates to issue Shares and to repurchase Shares at the AGM.

The purpose of this circular is to, inter alia, provide you with information regarding (i) the proposed renewal of the general mandates to issue Shares and to repurchase Shares to be granted at the AGM; (ii) the Directors to be re-elected at the AGM; and (iii) the proposed Refreshment of the Scheme Mandate Limit of the Company.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 31 August 2007, the Shareholders approved, among other things, an ordinary resolution to grant the general mandate to allot and issue up to 391,399,440 Shares. As set out in the announcement of the Company dated 15 November 2007, the Company entered into a placing agreement on 13 November 2007 to issue 391,000,000 unlisted warrants entitling the warrant holders to subscribe for 391,000,000 Shares which will be issued under the general mandate and utilized approximately 99.9% of the general mandate.

At the extraordinary general meeting held on 21 April 2008, the Shareholders approved, among other things, the grant of a refreshed general mandate to the Directors to allot, issue and deal with Shares. As at the date of passing of such resolution, there were a total of 2,047,501,200 Shares in issue and thus the Directors were authorized to allot and issue up to 409,500,240 Shares, representing 20% of the issued share capital of the Company as at the date of extraordinary general meeting held on 21 April 2008. As at the latest practicable date, no shares were allotted, issued in accordance with the refreshed general mandate. The unutilized refreshed general mandate will lapse at the conclusion of the AGM.

Two ordinary resolutions, as set out in the notice of the AGM, will be proposed for the following purposes:—

Ordinary Resolution no. 4 - to grant to the Directors a general mandate to issue new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; and

Ordinary Resolution no. 6 - to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the general mandate if given in the Ordinary Resolution no. 4 by the aggregate nominal amount of share capital of the Company repurchased under the general mandate if given in the Ordinary Resolution no. 5.

LETTER FROM THE BOARD OF DIRECTORS

These General Mandate and the Repurchase Mandate will expire on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Company had 2,837,501,200 Shares in issue as at the Latest Practicable Date. Subject to the passing of the aforesaid Ordinary Resolution no. 4 and in accordance with the terms therein, the Company would be allowed to issue additional Shares up to the aggregate nominal amount of a maximum of 567,500,240 Shares on the basis that no further Shares will be issued or repurchased prior to the AGM.

3. GENERAL MANDATE TO REPURCHASE SHARES

The Ordinary Resolution no. 5 as set out in the notice of the AGM will be proposed to grant to the Directors a general mandate to exercise the powers of the Company to repurchase the Company's fully paid up Shares representing 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 resolution.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

In accordance with the Listing Rules, Appendix I to this circular serves as the explanatory statement, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution for granting of the Repurchase Mandate.

4. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company pursuant to the resolution of the Company on 19 October 2002. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval.

Since the Share Option Scheme was adopted by the Company on 19 October 2002, an aggregate of 209,500,000 Options have been granted before the Scheme Mandate Limit refreshed on 31 August 2007. As at the Latest Practicable Date, 159,212,000 Options were exercised and the remaining 50,288,000 Options were lapsed. An ordinary resolution had been passed at the annual general meeting of the Company held on 31 August 2007 to refresh the number of Options to be granted under the Share Option Scheme up to 195,699,720 Options, representing 10% of the issued share capital of the Company as at the date of the annual general meeting held on 31 August 2007. As at the Latest Practicable Date, Options carrying rights to subscribe

LETTER FROM THE BOARD OF DIRECTORS

for a total of 117,360,000 Shares were granted to certain Eligible Participants in accordance with the 31 August 2007 refreshed Scheme Mandate Limit. Of these, no Options were lapsed, cancelled nor exercised; and all the 117,360,000 Options, representing approximately 4.1% of the existing issued share capital of the Company, remain outstanding as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company has issued 2,837,501,200 Shares. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the maximum number of Shares, which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 283,750,120 Shares (assuming no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM).

It is proposed that subject to the Listing Committee granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the AGM by the Shareholders, the Scheme Mandate Limit be refreshed so that the total number of securities, which may be issued upon exercise of all Options to be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit as refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the proposed Refreshment of the Scheme Mandate Limit by the Shareholders at the AGM. Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme at any time should not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

Conditions of the Refreshment of the Scheme Mandate Limit

The proposed Refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing of the necessary ordinary resolution by the Shareholders at the AGM to approve the proposed Refreshment of the Scheme Mandate Limit; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD OF DIRECTORS

Reasons for the Refreshment of the Scheme Mandate Limit

The proposed Refreshment of the Scheme Mandate Limit will enable the Company to grant further Options to Eligible Participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and the Shares for the benefit of the Company and Shareholders as a whole.

5. ACTION TO BE TAKEN

The notice convening the AGM is set out on page 15 to 19 in this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof if you so wish.

6. PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 66 of the Articles of Association, every resolution put to the vote of a general meeting shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded:

- (a) by the chairman of such meeting; or
- (b) 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
- (c) 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
- (d) 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.

LETTER FROM THE BOARD OF DIRECTORS

Notwithstanding any other provision of these Articles, (a) if the aggregate proxies held by the chairman of a particular meeting and the Directors account for 5 per cent. or more of the total voting rights at that meeting, and (b) if on a show of hands in respect of any resolution the members at the meeting vote in the opposite manner to that instructed in the proxies referred in (a) above, then the chairman of the meeting and/or any Director holding the proxies referred to above shall demand a poll. However, if it is apparent from the total proxies held by the persons referred to in (a) above that a vote taken on a poll will not reverse the vote taken on a show of hands, then no poll shall be required.

A poll which is duly demanded shall be then held in such manner prescribed by the Articles of Association.

7. INFORMATION OF THE DIRECTORS TO BE RE-ELECTED AT THE AGM

We set out below the relevant details of the retiring Directors proposed to be re-elected at the AGM:—

Mr. Lo Siu Tong, Alfred

Mr. Lo, aged 59, was appointed as an independent non-executive director of the Company since 3 January 2006 and is currently a member of the audit committee and remuneration committee of the Company. Mr. Lo was a fellow member of the Institute of Housing, United Kingdom. Mr. Lo has retired from a senior civil servant of the Hong Kong Government and has valuable experience in the field of management of more than 27 years.

Mr. Lo beneficially owns or has control of 96,000 Shares (representing approximately 0.003% of the issued Shares as at the Latest Practicable Date) within the meaning of Part XV of the SFO. Mr. Lo does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and their respective associates within the meaning of the Listing Rules. Except for the position mentioned above, Mr. Lo does not hold any position with the Company nor any of its subsidiaries and he does not hold other directorships in listed companies in the last three years nor other major appointments.

There is no service contract between Mr. Lo and the Company and Mr. Lo is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. The director's fee payable to Mr. Lo currently is HK\$12,000 per annum, which is determined with reference to his duties, responsibilities and the prevailing market conditions.

Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD OF DIRECTORS

Ms. Wong Lai Wah, Ada

Ms. Wong, aged 60, was appointed as an independent non-executive director of the Company since 16 February 2006 and is currently a member of the audit committee of the Company. Ms. Wong is a merchant. She has more than 26 years experience in the field of trading.

Ms. Wong has neither interest in the Shares within the meaning of Part XV of the SFO nor any relationship with any directors, senior management, substantial or controlling shareholders of the Company and their respective associates within the meaning of the Listing Rules. Except for the position mentioned above, Ms. Wong does not hold any position with the Company nor any of its subsidiaries and she does not hold other directorships in listed companies in the last three years nor other major appointments.

There is no service contract between Ms. Wong and the Company and Ms. Wong is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. The director's fee payable to Ms. Wong currently is HK\$72,000 per annum, which is determined with reference to her duties, responsibilities and the prevailing market conditions.

Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Li Wing Sang

Mr. Li, aged 50, has been appointed as an executive director of the Company with effect from 6 September 2007. Mr. Li is also a director of certain subsidiaries of the Group. Mr. Li has extensive marketing and management experience in the fields of household appliance which are in senior management positions. He holds a bachelor degree from Kobe University of Commerce, Japan. He is currently an executive director of A & K Educational Software Holdings Limited, a company listed on the GEM Board of the Stock Exchange.

Mr. Li owns 19,560,000 Options under the Share Option Scheme which confer him the rights to acquire 19,560,000 Shares, with the exercise period from 10 September 2007 to 9 September 2017 at an exercise price of HK\$0.2226 per Option and he has not exercised the Options as at the Latest Practicable Date. Save as aforesaid, Mr. Li has no interest in the Shares within the meaning of Part XV of the SFO. Mr. Li does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and their respective associates within the meaning of the Listing Rules. Save as aforesaid, he does not hold other directorships in listed companies in the last three years nor other major appointments.

LETTER FROM THE BOARD OF DIRECTORS

Pursuant to a letter of appointment dated 6 September 2007, Mr. Li is appointed for a term of two years commencing from 6 September 2007 and thereafter may be extended for such period as the Company and Mr. Li may agree in writing. The service may be terminated by either party by giving not less than one month's prior notice in writing to the other party. Mr. Li is also subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Li is entitled to an annual director's fee of HK\$180,000 which is determined with reference to his duties, responsibilities and the prevailing market conditions.

Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

8. RECOMMENDATION

The Directors believe that the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors and the proposed Refreshment of the Scheme Mandate Limit are in the best interests of the Company and its Shareholders as a whole. Moreover, the necessary information for the matters seeking Shareholders' approval is already set out herein for consideration. Accordingly, the Directors recommend that all Shareholders should vote in favour of the related resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Rontex International Holdings Limited
CHEUNG Keng Ching
Chairman

This appendix serves as the explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for the granting of the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:—

SHARE CAPITAL

As at the Latest Practicable Date, the Company had in issue an aggregate of 2,837,501,200 Shares which are fully paid.

Subject to the passing of the Ordinary Resolution no. 5 as set out in the notice of the AGM and in accordance with the terms therein, the Company would be allowed under the Repurchase Mandate to repurchase fully paid up Shares up to the aggregate nominal amount of a maximum of 283,750,120 Shares on the basis that no further Shares will be issued or repurchased prior to the AGM.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any securities of the Company, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile. At any time in the future when securities trading at a discount to their underlying value, the ability of the Company to repurchase securities will be beneficial to those Shareholders who retain their investment in the Company since their interests in the assets of the Company would increase in proportion to the number of securities repurchased by the Company and thereby resulting in an increase in net asset value and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that the repurchases will benefit the Company and its Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws and regulations of the Cayman Islands. Securities may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company's share premium account before or at the time the securities are repurchased. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

SHARE PRICES

The highest and lowest prices at which Shares have been traded during each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:—

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2007		
July	0.300	0.128
August	0.380	0.155
September	0.410	0.209
October	0.365	0.255
November	0.295	0.204
December	0.240	0.200
2008		
January	0.285	0.155
February	(note) 0.168	0.168
March	0.250	0.167
April	0.190	0.160
May	0.202	0.163
June	0.174	0.132
July (Up to the Latest Practicable Date)	0.155	0.110

Note: By the request of the Company, the Shares of the Company were suspended trading during the period from 30 January 2008 to 10 March 2008 pending for the release of an announcement of a very substantial acquisition.

REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any Shares during the six months immediately preceding the Latest Practicable Date.

POSSIBLE MATERIAL ADVERSE IMPACT

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 March 2008) in the event that 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 Company's working capital requirements or the gearing levels. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and laws of the Cayman Islands and in accordance with the regulations set out in the Articles of Association.

EFFECT OF THE TAKEOVERS CODE

If as a result of share repurchase by the Company, a substantial shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly had an interest in 5% or more of the nominal value of the Shares that carry a right to vote in all circumstances at general meetings of the Company:—

Name	Number of issued shares held	Approximate percentage of shareholding
Plenty Holdings Limited (Note a)	820,000,000 (Long position)	28.90%
DTV China Holdings Limited (Note b)	790,000,000 (Long position)	27.84%

In the event that the Directors exercised in full the power to repurchase the Shares of the Company in accordance with the terms of the Ordinary Resolution no. 5 to be proposed at the AGM, the aforesaid interests of Plenty Holdings Limited and DTV China Holdings Limited in the Shares as at the Latest Practicable Date would be proportionally increased to approximately 32.11% and 30.93% respectively. In view of this, it would be expected that both Plenty Holdings Limited and DTV China Holdings Limited would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or if the repurchase would result in less than 25% of the issued share capital of the Company being held in public hands. Save as above, the Directors are not aware of any consequences which would arise under the Takeovers Code if the Repurchase Mandate is to be exercised in full.

Note a: Plenty Holdings Limited is wholly and beneficially owned by Mr. Ho Yung Pedder. By virtue of the SFO, Mr. Ho Yung Pedder and Ms. Cheong Phau Choo, Yvonne, being wife of Mr. Ho Yung Pedder are deemed to be interested in the 820,000,000 Shares which Plenty Holdings Limited has beneficial interests in.

Note b: The entire issued share capital of DTV China Holdings Limited is beneficially owned by Mr. Li Yi Nan. By virtue of the SFO, Mr. Li Yi Nan and Ms. Yao Gin Jhi, being wife of Mr. Li Yi Nan, are deemed to be interested in the 790,000,000 Shares which DTV China Holdings Limited has beneficial interests in.

DIRECTORS' DEALINGS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that such mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

CONNECTED PERSONS

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that such mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

RONTEX

RONTEX INTERNATIONAL HOLDINGS LIMITED

朗迪國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1142)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Rontex International Holdings Limited (the “Company”) will be held at 19th Floor, Chun Wo Commercial Centre, 23-29 Wing Wo Street, Central, Hong Kong on 15 August 2008 (Friday) at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 March 2008;
2. To re-elect directors and to authorise the board of directors to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration; and
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“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, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers 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) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
 - (i) a rights issue (as defined below); or

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
- (iii) the exercise of any option under the 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; or
- (iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and
- (v) a specific authority granted by the shareholders of the Company,

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 articles of association of the Company or the applicable laws of the Cayman Islands 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 of the Company in general meeting; and

“rights issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors 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

- (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with the applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the rules of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. 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 pursuant to paragraph (a) of this resolution be limited accordingly;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier 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 articles of association of the Company or the applicable laws of the Cayman Islands 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 of the Company in 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 subject to the passing of the resolutions numbered 4 and 5 as set out in the notice (the “Notice”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 5 as set out in the Notice provided that such amount shall not

NOTICE OF ANNUAL GENERAL MEETING

exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

7. To consider as special business and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “Scheme Mandate Limit”) under the share option scheme adopted by resolution of the Company on 19 October 2002 in the manner as set out in paragraph (a) of this resolution below,

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By Order of the Board
Rontex International Holdings Limited
Cheung Keng Ching
Chairman

Hong Kong, 18 July, 2008

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Island

Head office and principal place of business in Hong Kong:

23rd Floor
Chun Wo Commercial Centre
23-29 Wing Wo Street
Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrars of the Company, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting.
- (4) Pursuant to Article 88 of the Company's Articles of Association, the period for serving notice by member for nomination of person (other than the retiring director) as director shall be a seven day period commencing on the day after the dispatch of this notice and end on the date falling seven days after the dispatch of this notice.
- (5) An explanatory statement containing further details regarding ordinary resolution no.5 as required by the Rules Governing the Listing of Securities on the Stock Exchange and the biographical details and other information of the retiring directors who, being eligible offer themselves for re-election at the meeting will be dispatched to the members of the Company together with the 2008 annual report.