
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in MegaInfo Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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MegaInfo Holdings Limited

萬佳訊控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8279)

PROPOSALS FOR CHANGE OF COMPANY NAME, SHARE PREMIUM REDUCTION AND REFRESHMENT OF THE 10% LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

A notice convening a special general meeting of MegaInfo Holdings Limited (the “Company”) to be held on Tuesday, 27 February 2007 at Boardroom 3-4, M/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. is set out on pages 11 to 13 of this circular. Whether or not you propose to attend the special general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

This circular will remain at www.hkgem.com on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	
I. Introduction	4
II. Change of Company Name	5
III. Share Premium Reduction	5
IV. Scheme Limit Refreshment	7
V. Special General Meeting	8
VI. Procedures for Demanding a Poll.	9
VII. Responsibility Statement	10
VIII. Recommendation	10
NOTICE OF SPECIAL GENERAL MEETING	11

DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the Company’s name to “AGTech Holdings Limited” and the proposed adoption of “亞博科技控股有限公司” as its new Chinese name for identification purpose
“Company”	MegaInfo Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on GEM
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Directors”	the directors of the Company
“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the date of the SGM at which the relevant special resolution approving the Share Premium Reduction is passed by the Shareholders
“Eligible Participants”	means any employee, non-executive and independent non-executive Directors and certain consultants, suppliers or customers of the Group who, in the sole discretion of the Board, have contributed or will contribute or can contribute to the Group
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Ladbroke Option”	the unlisted option of the Company to be subscribed by Ladbroke Group at a nominal consideration of HK\$1 which, if exercised during its exercise period, will entitle Ladbroke Group to subscribe for up to an aggregate of 157,990,000 new Shares at an exercise price of HK\$2.0033 per Share (subject to adjustment), details of such unlisted option having been announced by the Company on 23 January 2007
“Latest Practicable Date”	31 January 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Scheme Limit Refreshment”	the refreshment of the Scheme Mandate Limit
“Scheme Mandate Limit”	the total number of Shares which may be issued upon the exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company, being 10% of the Shares in issue as at 18 November 2004 (the date on which the annual general meeting of the Company was held for the purpose of, among other things, approving and adopting the Share Option Scheme)
“SGM”	the special general meeting of the Company to be held on 27 February 2007 to consider and, if thought fit, approve the Change of Company Name, the Share Premium Reduction and the Scheme Limit Refreshment
“Share(s)”	existing ordinary share(s) of HK\$0.002 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) in issue
“Share Option Scheme”	the share option scheme adopted by the Company on 18 November 2004
“Share Premium Reduction”	the proposed reduction of the entire amount standing to the credit of the share premium account of the Company as at the Effective Date as described in the section headed “III. SHARE PREMIUM REDUCTION” on pages 5 and 6 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

It is currently expected that the Share Premium Reduction and the Scheme Limit Refreshment will become effective on 27 February 2007. The expected timetable for the implementation of the Share Premium Reduction and the Scheme Limit Refreshment is set out as follows:

2007

Circular (including the notice of the SGM) relating to, among other things, the Share Premium Reduction and the Scheme Limit Refreshment and the form of proxy for the SGM to be despatched on or before	Friday, 2 February
Latest time for lodging forms of proxy for the SGM	10:00 a.m. on Sunday, 25 February
SGM.....	10:00 a.m. on Tuesday, 27 February
Effective date of the Share Premium Reduction and the Scheme Limit Refreshment.....	Tuesday, 27 February

Note: The Change of Company Name shall take effect from the date on which the new name of the Company is registered by the Registrar of Companies in Bermuda in place of the former name.



MegaInfo Holdings Limited

萬佳訊控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 8279)

Executive Directors:

Mr. Sun Ho (*Chairman*)

Mr. Kot Wai Ming

Independent non-executive Directors:

Mr. Kwok Wing Leung Andy

Mr. Wang Ronghua

Mr. Hua Fengmao

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business:*

Unit 3912, 39/F., Shell Tower

Times Square

Causeway Bay

Hong Kong

2 February 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR CHANGE OF COMPANY NAME,
SHARE PREMIUM REDUCTION AND REFRESHMENT OF
THE 10% LIMIT ON THE GRANT OF OPTIONS
UNDER THE SHARE OPTION SCHEME**

I. INTRODUCTION

The Board announced on 24 January 2007 that it wishes to put forward to the Shareholders for approval at the SGM the proposals relating to the Change of the Company Name, the Share Premium Reduction and the Scheme Limit Refreshment.

The purpose of this circular is to provide you with details of the Change of Company Name, the Share Premium Reduction and the Scheme Limit Refreshment.

* For identification purpose only

LETTER FROM THE BOARD

II. CHANGE OF COMPANY NAME

Reason for the Change of Company Name

The Board proposes that the name of the Company be changed to “AGTech Holdings Limited” (and “亞博科技控股有限公司” be adopted as its new Chinese name for identification purpose) in order to better reflect the future business development of the Group which currently plans to expand its range of products into the fixed odds betting products and systems.

Conditions of the Change of Company Name

The Change of Company Name is subject to:

- (i) the passing of a special resolution approving the Change of Company Name by the Shareholders at the SGM; and
- (ii) the Registrar of Companies in Bermuda approving the proposed Change of Company Name,

and shall take effect from the date on which the new name is registered by the Registrar of Companies in Bermuda in place of the former name. Thereafter, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company will, after the Change of Company Name has become effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name has become effective, any new share certificates of the Company will be issued in the new name of the Company. Following the Change of Company Name becoming effective, the stock short name for trading in the Shares on GEM will be changed.

A further announcement will be made by the Company to inform the Shareholders of the effective dates of the Change of Company Name and the new stock short name of the Shares.

III. SHARE PREMIUM REDUCTION

The Board proposes that the entire amount standing to the credit of the share premium account of the Company be reduced on the Effective Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the unaudited amount standing to the credit of the share premium account of the Company is estimated to stand at approximately HK\$87.8 million. According to the audited financial statements of the Company as at 30 June 2006, the amount standing to the credit of the share premium account of the Company was HK\$20,576,560 and its accumulated losses were HK\$32,304,734. According to the unaudited financial statements of the Company as at 30 September 2006, the amount standing to the credit of the share premium account of the Company was HK\$32,421,460 and its accumulated losses were HK\$39,977,683. It is proposed that, pursuant to the Share Premium Reduction and subject to fulfilment of its conditions as set out below, the entire amount standing to the credit of the share premium account of the Company on the Effective Date be reduced, with part of the credit arising therefrom being applied to offset against the accumulated losses of the Company as at the Effective Date in full and the remaining balance of the credit being credited to the contributed surplus account of the Company. As at the Latest Practicable Date, the unaudited amount of the contributed surplus account of the Company is estimated to stand at approximately HK\$11.1 million.

Reason for the Share Premium Reduction

The Board considers that the elimination of the accumulated losses of the Company in full will give the Company more flexibility to declare dividends to its Shareholders at the earliest opportunity in the future as and when the Board considers appropriate. The Board believes that the Share Premium Reduction is in the interests of the Company and the Shareholders as a whole. The Board does not have any present intention to declare dividends to its Shareholders.

Effect of the Share Premium Reduction

Implementation of the Share Premium Reduction will not affect the underlying assets, liabilities, business operations, management or financial position of the Company, other than related expenses incurred which are immaterial.

Conditions of the Share Premium Reduction

The Share Premium Reduction is conditional on:

- (i) the passing of a special resolution approving the Share Premium Reduction by the Shareholders at the SGM; and
- (ii) the proper compliance with the requirements of section 46(2) of the Companies Act, including (a) the publication of a notice in relation to the Share Premium Reduction in Bermuda, and (b) the Directors having satisfied that on the date the Share Premium Reduction is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Premium Reduction will be, unable to pay its liabilities as they become due.

Assuming the above conditions are fulfilled, it is expected that the Share Premium Reduction will become effective on the date of the SGM at which the relevant special resolution approving the Share Premium Reduction is passed by the Shareholders.

LETTER FROM THE BOARD

IV. SCHEME LIMIT REFRESHMENT

The purpose of the Share Option Scheme is to provide incentives or rewards to Eligible Participants thereunder for their contribution and/or future contributions to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Under the Share Option Scheme, the total number of Shares which may be issued upon exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company (excluding, for the purpose of calculating the Scheme Mandate Limit, options lapsed (if any) in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not exceed the Scheme Mandate Limit. The Company may seek approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit provided that the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company under the Scheme Mandate Limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the approval of the Shareholders on the refreshment of the Scheme Mandate Limit. Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, exercised, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company should not exceed 30% of the total number of Shares in issue from time to time.

As at the Latest Practicable Date, particulars of the options granted under the Share Option Scheme are set forth below:

	Number of Shares in respect of the options granted under the Share Option Scheme
For options outstanding:	3,750,000
For options cancelled:	–
For options lapsed:	–
For options exercised:	<u>116,275,000</u>
For options granted (including outstanding, cancelled, lapsed or exercised):	<u><u>120,025,000</u></u>

LETTER FROM THE BOARD

There has not been any refreshment of the Scheme Mandate Limit since the adoption of the Share Option Scheme on 18 November 2004. Save as disclosed herein and except for the Ladbroke Option, as at the Latest Practicable Date, there were no options, warrants and similar rights to subscribe or purchase equity securities of the Company.

The current Scheme Mandate Limit is 267,500,000 Shares. As at the Latest Practicable Date, options carrying the rights to subscribe for up to a total of 120,025,000 Shares have been granted under the Share Option Scheme and such 120,025,000 Shares represents approximately 4.0% of the total number of issued Shares as at the Latest Practicable Date. Unless the Scheme Mandate Limit is refreshed, only up to 147,475,000 Shares may be issued pursuant to the grant of further options under the Share Option Scheme. The refreshment of the Scheme Mandate Limit will increase the flexibility of the Company in achieving the purpose of the Share Option Scheme as mentioned above.

As at the Latest Practicable Date, there were 3,001,795,000 Shares in issue. For illustrative purpose only, assuming that no further Shares will be issued or repurchased prior to the SGM, the maximum number of Shares issuable under any options that can be granted by the Company under the refreshed Scheme Mandate Limit would be 300,179,500 Shares, representing 10% of the Shares in issue as at the date of the SGM.

The proposed Scheme Limit Refreshment is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Scheme Limit Refreshment; and
- (ii) the GEM Listing Committee granting the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme or any other share option schemes of the Company under the refreshed Scheme Mandate Limit.

An ordinary resolution will be proposed at the SGM to approve the proposed Scheme Limit Refreshment and is set out as an ordinary resolution numbered 3 in the notice of the SGM on pages 11 to 13 of this circular.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme or any other share option schemes of the Company under the refreshed Scheme Mandate Limit.

V. SPECIAL GENERAL MEETING

Set out on pages 11 to 13 of this circular is the notice of the SGM to be held at Boardroom 3-4, M/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 February 2007 at 10:00 a.m., at which resolutions will be proposed to approve the Change of Company Name, the Share Premium Reduction and the Scheme Limit Refreshment.

LETTER FROM THE BOARD

A proxy form for use at the SGM is enclosed herein. Whether or not you intend to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

VI. PROCEDURES FOR DEMANDING A POLL

Where a resolution is put to the vote at the SGM, the resolution shall be decided on a show of hands unless voting by way of a poll is required by the GEM Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the SGM; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the SGM; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder 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 Shareholders having the right to vote at the SGM; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the SGM 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; or
- (e) by the chairman of the SGM and/or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at the SGM.

On a poll votes may be given either personally or by proxy.

LETTER FROM THE BOARD

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) 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.

VIII. RECOMMENDATION

The Directors consider that the Change of Company Name, the Share Premium Reduction and the Scheme Limit Refreshment are in the interests of the Company and its Shareholders as a whole. The Directors therefore recommend that the Shareholders vote in favour of the resolutions in respect of the Change of Company Name, the Share Premium Reduction and the Scheme Limit Refreshment as set out in the notice of the SGM.

Yours faithfully,
By order of the Board
MegaInfo Holdings Limited
Sun Ho
Chairman

NOTICE OF SPECIAL GENERAL MEETING



MegaInfo Holdings Limited

萬佳訊控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 8279)

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of MegaInfo Holdings Limited (the “Company”) will be held at Boardroom 3-4, M/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 February 2007 at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTIONS

1. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** the name of the Company be and is hereby changed from “MegaInfo Holdings Limited” to “AGTech Holdings Limited” (with the adoption of “亞博科技控股有限公司” as its new Chinese name for identification purpose only) and **THAT** the directors of the Company be and are hereby authorised to do all things and execute all documents as they shall, in their absolute discretion, deem appropriate to effect and implement the change of name of the Company.”

2. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT**

2.1 subject to the compliance of section 46(2) of the Companies Act 1981 of Bermuda (as amended) and with effect from the date of passing this resolution (the “Effective Date”), the entire amount standing to the credit of the share premium account of the Company on the Effective Date be reduced and the directors of the Company be and are hereby authorised to utilise part of the credit arising therefrom to offset against the accumulated losses of the Company as at the Effective Date in full, with the remaining balance of the credit arising therefrom being credited to the contributed surplus account of the Company (the “Share Premium Reduction”); and

2.2 the directors of the Company be and are hereby authorised to do all such things and acts and execute all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect and/or implement the Share Premium Reduction.”

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

ORDINARY RESOLUTION

3. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the existing scheme mandate limit in respect of the granting of options to subscribe for shares in the Company (“Shares”) under the share option scheme adopted by the Company on 18 November 2004 (the “Share Option Scheme”) and any other share option schemes of the Company be refreshed and renewed provided that the total number of Shares which may be allotted and issued upon exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) (where such options hereinafter collectively referred to as “Options”) 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 this resolution (the “Refreshed Limit”) and subject to The Stock Exchange of Hong Kong Limited (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 Limit and in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, the directors of the Company be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue Shares pursuant to the exercise of any Options up to the Refreshed Limit.”

By order of the Board
MegaInfo Holdings Limited
Sun Ho
Chairman

Hong Kong, 2 February 2007.

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead in accordance with the bye-laws of the Company. 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 the 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 shall be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

NOTICE OF SPECIAL GENERAL MEETING

3. The form of proxy (as enclosed with the circular of the Company dated 2 February 2007) and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the SGM (or any adjourned meeting thereof) should they so wish.
4. In accordance with the Company's bye-laws, the following categories of members may demand that the vote in respect of any resolution to be put to the general meeting should be taken on a poll:
 - (a) 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
 - (b) any 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 the members having the right to vote at the meeting; or
 - (c) any 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 the shares conferring that right; or
 - (d) the chairman of such meeting; or
 - (e) the chairman of the meeting and/or the directors of the Company who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A poll may be so demanded before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll.