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SINCE 1983

MOBICON GROUP LIMITED
萬保剛集團有限公司*

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 1213)

Directors:
Yeung Man Yi, Beryl *(Chief Executive Officer)*
Hung Ying Fung
Yeung Kwok Leung, Allix
Charles E. Chapman#
Leung Wai Cheung#
Chow Shek Fai#

Independent non-executive Directors

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office:
7th Floor, New Trend Centre
704 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

24 July 2009

To the shareholders of the Company (the "Shareholders"),

Dear Sir or Madam,

GENERAL MANDATES FOR THE REPURCHASE BY THE COMPANY OF ITS OWN SHARES AND THE ISSUE OF NEW SHARES, RE-ELECTION OF DIRECTORS, AMENDMENT TO BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

GENERAL MANDATE TO ISSUE NEW SHARES

Approval is being sought from the Shareholders at the annual general meeting to be held by the Company on 26 August 2009 (the "Annual General Meeting") to grant to the

* *For identification purpose only*

directors of the Company (the "Directors") a general mandate to issue new shares of HK$0.10 each of the Company (the "Shares") in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable for the Company to issue Shares equal in aggregate to up to 20 per cent. of its issued share capital as at the date of the passing of the relevant resolution. Exercise in full of the mandate, assuming that no further Shares will be issued and repurchased prior to the Annual General Meeting, and on the basis of 200,000,000 Shares in issue as at 21 July 2009 (the latest practicable date prior to the printing of this circular) (the "Latest Practicable Date"), could accordingly result in up to a maximum of 40,000,000 Shares, which represents 20 per cent of the issued share capital of the Company, issued by the Company under such mandate. The obtaining of such a mandate is in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Directors wish to state that they have no immediate plans to issue any new share of the Company. Such mandate authorises the Directors to allot, issue and otherwise deal with the Shares during the period from the passing of the relevant ordinary resolution at the Annual General Meeting until the conclusion of the next annual general meeting or when revoked or varied by ordinary resolution of the Shareholders in general meeting or the expiration of the period within which the next annual general meeting is required by statute or the bye-laws of the Company (the "Bye-laws") to be held, whichever occurs first.

SHARE BUY BACK MANDATE

The Listing Rules permit companies with a primary listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to repurchase their own securities, subject to certain restrictions, on the Stock Exchange. At the Annual General Meeting, a resolution will be proposed to grant the Directors a general mandate to, inter alia, repurchase up to 10 per cent. of the issued share capital of the Company as at the date of the passing of the relevant resolution (the "Buyback Mandate"). In addition, a resolution will be proposed to provide the Directors with a general mandate to allot and issue Shares of the Company up to an amount not exceeding 20 per cent. of the share capital of the Company in issue as at the date of the passing of such resolution and adding to such general mandate, by a separate resolution to be proposed at the Annual General Meeting, any Share repurchased by the Company pursuant to the Buyback Mandate (up to a maximum of 10 per cent. of the Company's issued share capital as at the date of the passing of the resolution). The Company is required by the relevant rules set out in the Listing Rules regulating such share repurchases to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. Such information is provided below:

(i) Listing Rules

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up securities on the Stock Exchange subject to certain restrictions.

(ii) Exercise of the Buyback Mandate

Exercise in full of the Buyback Mandate, assuming that no further Shares will be issued and repurchased prior to the Annual General Meeting, and on the basis of 200,000,000 Shares in issue as at Latest Practicable Date, could accordingly result in up to a maximum of 20,000,000 Shares, which represents 10 per cent of the issued share capital of the Company, repurchased by the Company during the course of the period from the passing of the relevant ordinary resolution granting the Buyback Mandate until the conclusion of the next annual general meeting or when revoked or varied by ordinary resolution of the Shareholders in general meeting or the expiration of the period within which the next annual general meeting is required by statute or the Bye-laws to be held, whichever occurs first.

(iii) Reasons for repurchase

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Company to repurchase the Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

(iv) Funding of repurchase

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company. In the event that any repurchase will or will be likely to have an adverse impact on the working capital or gearing position of the Company, the Company will not proceed with such repurchase.

It is not envisaged by the Directors that any repurchase of Shares pursuant to the Buyback Mandate (including a repurchase of the maximum number of Shares under such mandate effected in full at any time during the period of the mandate) would have a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position of the Company as at 31 March 2009 (being the date of its latest audited consolidated financial statements)).

(v) General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective associates, has any present intention, if the Buyback Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she or it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the proposed Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of a Share repurchase, 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 the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code") currently in force and issued by the Securities and Futures Commission of Hong Kong. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, M2B Holding Limited, Bestmark Management Limited and Mr. Hung Ying Fung, were the registered holders of 90,000,000 Shares, 30,000,000 Shares and 26,134,000 Shares respectively representing approximately 45 per cent., 15 per cent. and 13.07 per cent. of the issued share capital of the Company respectively. In the event that the power to repurchase Shares is exercised in full, the shareholding of M2B Holding Limited, Bestmark Management Limited and Mr. Hung Ying Fung, together with their respective associates, in the Company would be increased to approximately 50 per cent., 16.67 per cent. and 14.52 per cent. of the issued share capital of the Company respectively. The Directors are aware that such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and reduce the amount of Shares held by the public to less than 25 per cent.. The Company has no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25 per cent.. The Company has no present intention to exercise the Buyback Mandate to such an extent as would result in takeover obligations.

The Company has not repurchased any securities of the Company on the Stock Exchange or otherwise in the six months prior to the date of this circular.

(vi) Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

2008 **month**	**Highest** *HK$*	**Lowest** *HK$*
July	0.650	0.590
August	0.630	0.570
September	0.570	0.405
October	0.480	0.450
November	0.450	0.450
December	0.450	0.310

2009 **month**	**Highest** *HK$*	**Lowest** *HK$*
January	0.450	0.420
February	0.450	0.450
March	0.500	0.280
April	0.330	0.300
May	0.320	0.300
June	0.490	0.320
July (up to the Latest Practicable Date)	0.490	0.490

RE-ELECTION OF DIRECTORS

Currently, two Directors are subject to retirement by rotation at the Annual General Meeting under the Bye-laws. As set out in item 3 in the notice of the Annual General Meeting regarding re-election of Directors, Mr. Yeung Kwok Leung, Allix ("Mr. Yeung") and Mr. Chow Shek Fai ("Mr. Chow") will retire at the Annual General Meeting by rotation and, being eligible, offer themselves for re-election.

Mr. Yeung, aged 46, executive director

Mr. Yeung was appointed on 30 January 2001. He is responsible for the management and the business development of the retail business in PRC of the Group. Mr. Yeung was a founder of the Group, and has over 25 years of experience in the electronic and computer industry. Other than holding of directorship in the Company, Mr. Yeung is also a director of the following subsidiaries and associated company of the Group and he had not held any directorship in any other public listed companies in the last three years:

Create Tech Software Systems Limited, M-Tec Electronic Limited, Maxfair Distribution Limited, Mobicon (BVI) Limited, Mobicon Agent Limited, Mobicon Electronic Trading (Shenzhen) Limited, Mobicon Holdings Limited, Mobicon-Remote Electronic Pte Ltd., Mobicon-Remote Electronic Sdn. Bhd. and Sensor Power Limited.

As at the Latest Practicable Date, the interests and short positions of Mr. Yeung in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Long position in the Shares and shares of an associated corporation

(i) Ordinary shares of HK$0.10 each in the Company

Number	Capacity	Percentage of issued share capital
30,000,000	Corporate interest	15%

(ii) Non-voting deferred shares of HK$1.00 each in a subsidiary – Maxfair Distribution Limited

Number	Capacity	Percentage of issued share capital
200,000	Personal interest	20%

Mr. Yeung as an executive director has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 April 2001 pursuant to which Mr. Yeung is entitled to annual emoluments (inclusive of bonus entitlement) of HK$845,000, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. The basis of determination of his emoluments is by reference to market terms, and performance, qualification and experience of Mr. Yeung. Moreover, Mr. Yeung is the brother of Ms. Yeung Man Yi, Beryl, the Chief Executive Officer of the Company and the brother-in-law of Dr. Hung Kim Fung, Measure, the controlling shareholder of the Company. Save as disclosed above, Mr. Yeung is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chow, aged 58, independent non-executive director

Mr. Chow was appointed on 18 August 2004. He graduated from the Chinese University of Hong Kong with a Bachelor Degree of Social Science and subsequently obtained a Diploma of Education there. He had served in De La Salle Secondary School, New Territories for 29 years. In the last ten years of his service in De La Salle, he was both principal and registered member of the management board. He had been the registered member of the management board of Lo Wu Public School for years. In addition, Mr. Chow also held a number of education and community positions, including Member of the Management Board of the Hong Kong Schools Sports Federation (HKSSF), Vice-Chairman of the Executive Committee as well as the Chairman of the Competition Committee of the HKSSF (Tai Po & North Districts) and Senator of Hong Kong

Professional Teachers' Union. He had been the elected village representative of Lo Wu Village, Ta Kwu Ling from 1999 to 2007. He had not held any directorship in any other public listed companies in the last three years.

Mr. Chow is not related to any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chow did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chow does not have any service contract with the Company but he is subject to retirement by rotation and re-election at annual general meeting of the Company. His director's fee, which is determined based on the market rate and his anticipated time, effort and expertise to be exercised on the Company's affairs, is HK$80,000 per annum. Other than the director's fee, Mr. Chow is not entitled to any other emoluments.

Save as disclosed above, each of Mr. Yeung, Mr. Chow and the board of Directors confirms that there are no matters concerning the re-election of Mr. Yeung and Mr. Chow that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

AMENDMENTS TO BYE-LAWS

In light of the amendments to the Listing Rules which came into effect on 1 January 2009 and to bring the Bye-laws up to date, the Directors propose to amend the Bye-laws to give effect of the following:

(a) notice to the Shareholders shall be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings; and

(b) all resolutions at general meetings of the Company shall be decided by poll.

Other proposed amendments to Bye-laws involve cosmetic and other amendments.

RECOMMENDATION

The Directors consider that the adoption of the general mandate to issue Shares and the Buyback Mandate and the proposed amendments to the Bye-laws are in the best interests of the Company and its Shareholders and accordingly recommend that all Shareholders should vote in favour of the relevant ordinary resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
Yeung Man Yi, Beryl
Chief Executive Officer

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MOBICON GROUP LIMITED
萬保剛集團有限公司*

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 1213)

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the "Company") will be held at Yau Yat Chuen Garden City Club, 7 Cassia Road, Yau Yat Chuen, Kowloon, Hong Kong on 26 August 2009, Wednesday at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2009.

2. To declare a final dividend for the year ended 31 March 2009.

3. To re-elect directors and to authorise the remuneration committee of the Company to fix their remuneration.

4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. "**THAT**:–

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.10 each in the Company (the "Shares") and to make or grant offers, agreements and options which might require the exercise of such power 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 (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

* *For identification purpose only*

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or scrip dividend scheme of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

B. "**THAT**:–

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(c) 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;

(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; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

C. "**THAT** conditional upon resolution no. 5B above being passed, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5A above."

6. As special business to consider, and if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

"**THAT** the bye-laws of the Company be amended as follows:–

(a) by adding a new definition to the definitions set out under the existing bye-law 1(A) of the Company's bye-laws immediately after the definition of "the Board" or "the Directors":

""business day"	shall mean a day on which the Stock Exchange in the Relevant Territory generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange in the Relevant Territory is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day;"

(b) by substituting the existing definition of a Special Resolution in bye-law 1(C) of the Company's bye-laws with the following new definition:–

"(C) A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Shareholders as, being entitled so to do, vote in person or, in the case of any Shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 66."

(c) by substituting the existing definition of an Ordinary Resolution in the bye-law 1(D) of the Company's bye-laws with the following new definition:–

"(D) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of votes cast by such Shareholders as, being entitled so to do, vote in person or, in the case of any Shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 66."

(d) by substituting the existing bye-law 5(A) of the Company's bye-laws with the following new bye-law 5(A):–

"5. (A) Subject to the Companies Act and without prejudice to Bye-law 3, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

(a) the necessary quorum (other than at an adjourned meeting) shall be two persons present in person or (in the case of a Shareholder being a corporation) its duly authorised representative or by proxy holding or representing not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Shareholder being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and

(b) every holder of shares of the class present in person or by proxy shall be entitled to one vote for every such share held by him."

(e) by substituting the existing bye-law 66 of the Company's bye-laws with the following new bye-law 66:–

"66. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a Special Resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Stock Exchange in the Relevant Territory, a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

(2) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Shareholders other than to such Shareholders as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Shareholder and to each of the Directors and the Auditors."

(f) by substituting the existing bye-law 73 of the Company's bye-laws with the following new bye-law 73:–

"73. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll."

(g) by substituting the existing bye-law 75 of the Company's bye-laws with the following new bye-law 75:–

"75. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Stock Exchange in the Relevant Territory."

(h) by substituting the existing bye-law 77 of the Company's bye-laws with the following new bye-law 77:–

"77. In the case of an equality of votes, the chairman shall be entitled to a casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive."

(i) by substituting the existing bye-law 81 of the Company's bye-laws with the following new bye-law 81:–

"81. On a poll votes may be given either personally or by proxy. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way."

(j) by substituting the existing bye-law 90 of the Company's bye-laws with the following new bye-law 90:–

"90. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Head

Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked."

(k) by substituting the existing bye-law 114 of the Company's bye-laws with the following new bye-law 114:–

"114. The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and any Director appointed as an additional Director shall hold office only until the next following annual general meeting of the Company. Any Director so appointed shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting."

(l) by substituting the existing bye-law 115 of the Company's bye-laws with the following new bye-law 115:–

"115. The Directors shall (until and unless such authorisation is revoked) have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or (subject to the provisions of the Companies Act) as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and any Director appointed as an additional Director shall hold office only until the next following annual general meeting of the Company. Any Director so appointed shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.""

The register of members of the Company will be closed from Sunday, 23 August 2009 to Wednesday, 26 August 2009.

By order of the Board
Ho Siu Wan
Company Secretary

Hong Kong, 24 July 2009

Principal Office:
7th Floor
New Trend Centre
704 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

MEMBERS OF THE BOARD

As at the date of this notice, the board of directors of the Company comprises, Madam Yeung Man Yi, Beryl, Mr. Hung Ying Fung, Mr. Yeung Kwok Leung, Allix as executive Directors and Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Chow Shek Fai as independent non-executive Directors.

Notes:–

(1) In order to qualify for the final dividend payable on 2 September 2009, all transfer, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Friday, 21 August 2009.

(2) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(3) In order to be valid, the form of proxy must be lodged with the Company's Share Registrar in Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

(4) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.