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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

This circular, for which the directors of Lam Soon (Hong Kong) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Lam Soon (Hong Kong) Limited. The directors of Lam Soon (Hong Kong) Limited, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LAM SOON (HONG KONG) LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 411)**

### EXECUTIVE SHARE OPTION SCHEME 2013 OF LAM SOON (HONG KONG) LIMITED AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A letter from the Board is set out on pages 4 to 7 of this circular. A notice convening an extraordinary general meeting of Lam Soon (Hong Kong) Limited to be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong at 2:00 p.m. on Tuesday, 23 April 2013 is set out on pages 16 to 17 of this circular. Whether or not you are able to attend the extraordinary general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding of the extraordinary general meeting or the adjourned meeting thereof as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting should you so wish.

Hong Kong, 5 April 2013

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## DEFINITIONS

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

“Board”	the board of Directors
“Circular”	this circular dated 5 April 2013 issued by the Company to the Shareholders regarding the ESOS 2013
“Company” or “LSHK”	Lam Soon (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Eligible Executive”	any executive or director of the LSHK Group, who is eligible to participate in the ESOS 2013 in accordance with the Rules
“ESOS 2013” or “Scheme”	the new LSHK Executive Share Option Scheme 2013
“Existing Share Option Scheme”	the share option scheme of LSHK approved and adopted by the Shareholders at the annual general meeting of LSHK on 23 May 2003 as amended, approved and adopted by the Shareholders at an extraordinary general meeting held on 18 April 2006
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong at 2:00 p.m. on Tuesday, 23 April 2013
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	27 March 2013, being the latest practicable date before the printing of this Circular for ascertaining certain information for the purpose of inclusion in this Circular
“Limit”	ten percent (10%) of the issued and paid-up Share capital of LSHK on the date that the Scheme is approved by the Shareholders
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LSHK Group” or “Group”	the Company and its subsidiaries from time to time
“Maximum Aggregate”	thirty per cent. (30%) of the issued and paid-up Share capital of LSHK from time to time
“Notice of EGM”	the notice convening the EGM
“Offer”	an offer made in writing by a member of the LSHK Group to an Eligible Executive to participate in the Scheme
“Option Holder”	an Eligible Executive who is the holder of a valid option certificate or letter for an option issued by a member of the LSHK Group in relation to an accepted Offer
“RCD”	Richly Choice Development (PTC) Limited (formerly known as Richly Choice Development Limited), a wholly-owned subsidiary of the Company
“Related Securities”	Shares or other securities or financial instruments in relation to the Shares
“Rules”	The rules of the Scheme, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$1.00 each (issued or to be issued) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust deed dated 24 July 2006 entered into between LSHK and RCD as amended by the first supplemental trust deed dated 8 May 2008 and the second supplemental trust deed dated 29 July 2008
“Trustee”	the trustee of the Trust

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## LETTER FROM THE BOARD

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## LAM SOON (HONG KONG) LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 411)**

*Directors:*

Kwek Leng Hai, *Chairman*  
Joseph Leung, *Group Managing Director*  
Whang Sun Tze, *Ph.D.*  
Lo Kwong Chi, *Clement\**  
Tan Lim Heng  
Tsang Cho Tai  
Lo Kai Yiu, *Anthony\**  
Au Chee Ming\*

*Registered Office:*

21 Dai Fu Street  
Tai Po Industrial Estate  
Tai Po  
New Territories  
Hong Kong

\* *Independent Non-Executive Director*

5 April 2013

*To the Shareholders*

Dear Sir or Madam,

**EXECUTIVE SHARE OPTION SCHEME 2013 OF  
LAM SOON (HONG KONG) LIMITED  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **INTRODUCTION**

The purpose of this Circular is to provide the Shareholders with the relevant information pertaining to the new ESOS 2013.

### **THE NEW ESOS 2013**

In view of the forthcoming expiry of the Existing Share Option Scheme on 23 May 2013, the Board would like to seek the Shareholders' approval on the adoption of the new ESOS 2013 at the EGM.

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## LETTER FROM THE BOARD

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Pursuant to the new ESOS 2013, the exercise of options by Eligible Executives could be satisfied through the issue of new Shares and/or the transfer of existing Shares. This new ESOS 2013 shall take effect conditional upon the passing of the necessary resolution by the Shareholders in a general meeting to approve and adopt the Scheme and to authorise the Directors to grant the options thereunder and to allot, issue and deal with the Shares pursuant to the exercise of the options under the Scheme and the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any new Share which fall to be issued upon the exercise of options pursuant to the Scheme.

The ESOS 2013 provides an opportunity for the Eligible Executives to participate in the equity of the Company and in this way aligning the Company's long term interests with those of the Shareholders. The Rules of the ESOS 2013 provide that the Board may at its absolute discretion determine, subject to the Listing Rules, the eligibility of the participants, the number of Shares to be comprised in the options, the exercise period (including, if applicable the minimum holding period), performance target and duration of performance period as well as the number of Shares comprised in an earned option at the end of the performance period based on the achievement of the prescribed financial and performance target. The Board believes that the aforesaid criteria and rules would serve to achieve the purposes of the Scheme, among others, to encourage and motivate Eligible Executives to assume greater responsibility for the performance of the businesses and to attract and retain high calibre executives that are valuable to the Company.

An overview of the ESOS 2013 is set out on pages 8 to 15 of this Circular.

### **TRUST FOR THE ESOS 2013**

Pursuant to the Trust Deed between LSHK and RCD, the Trust has been established and RCD acting as the Trustee for the purpose of acquiring and disposing of Related Securities in order to discharge the Trustee's obligation in respect of the Trust. The Board may direct the Trustee to acquire Securities and hold on to the same for the benefit of the Existing Share Option Scheme. The Trustee will, at the direction of the Board from time to time, transfer Shares to option holder to satisfy the exercise of the option. In accordance with the Trust Deed, the Group may make loans to the Trust from time to time for the purpose of the Trust. Such grant of loans, which is subject to a maximum subsisting amount of HK\$90 million or its equivalent in other currencies, constituted continuing connected and possible discloseable transactions for LSHK under Chapters 14A and 14 of the Listing Rules respectively, details of which were disclosed in the circular of LSHK dated 1 April 2006. Shareholders' approval was obtained for, amongst other things, the aforesaid grant of loans which may continue after the expiry of the Existing Share Option

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## LETTER FROM THE BOARD

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Scheme on 23 May 2013 for a period of not later than 10 years after all outstanding options, in relation to the last grant under the Existing Share Option Scheme have been exercised, cancelled or lapsed. Such finances are expected to be repaid from the exercise price to be paid by the option holders upon the exercise of the options.

As at the Latest Practicable Date, finances amounted to approximately HK\$22.4 million were provided by LSHK Group in accordance with the Trust Deed. No interest has ever been charged for the aforesaid finances. RCD held 4,994,000 Shares under the Trust and there were 10,150,000 outstanding options under the Existing Share Option Scheme. No option has been vested or exercised pursuant to the Existing Share Option Scheme since its adoption date.

Dividends or income arising from the Related Securities are held by the Trust as Trust asset and will be applied to achieve the purposes of the Trust pursuant to the Trust Deed. The assets and liabilities of the Trust are being consolidated into LSHK Group's financial statements. Upon liquidation of the Trust, the Trustee will dispose of all remaining Related Securities and assets under the Trust (if any) and will forward any remaining funds to the Company after settlement of all debts and loans taken by the Trustee.

The Trust Deed will be amended to extend the object of the Trust to serve both the Existing Share Option Scheme and the ESOS 2013 (the "Schemes") and to allow the Trustee to continue to hold the Trust assets including the Related Securities and cash (if any), for the purpose of both the Schemes.

Grant of options, the exercise of which may be satisfied by the transfer of existing Shares, under the ESOS 2013 to the Eligible Executives who are LSHK's connected person from time to time will constitute connected transactions under Chapter 14A of the Listing Rules. The Company will comply with the relevant requirements under the Listing Rules as appropriate when such transaction(s) take place.

### **DOCUMENT AVAILABLE FOR INSPECTION**

A copy of the Rules is available for inspection at the registered office of the Company at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong during normal business hours from 9 April 2013 up to and including 23 April 2013 and at the EGM.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board believes that the adoption of the ESOS 2013 in compliance with Chapter 17 of the Listing Rules is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant ordinary resolution set out in the Notice of EGM on pages 16 to 17 of this Circular.

### EGM

Set out on pages 16 to 17 of this Circular is the Notice of EGM to be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong at 2:00 p.m. on Tuesday, 23 April 2013 at which an ordinary resolution will be proposed to approve and adopt the ESOS 2013 as well as other related matters. No Shareholder is materially interested in the proposed resolution on the ESOS 2013 to be considered at the EGM and therefore none of Shareholders shall abstain from voting in respect of such resolution.

An announcement as to whether the ESOS 2013 has been approved by Shareholders at the EGM will be made as soon as possible after the EGM.

Yours faithfully,  
By Order of the Board  
**Kwek Leng Hai**  
*Chairman*

The following is an overview of the ESOS 2013:

## **1. PURPOSES**

The purposes of the Scheme are as follows:

- (i) to align the long term interests of Eligible Executives with those of the Shareholders and encourage Eligible Executives to assume greater responsibility for the performance of the businesses that they manage;
- (ii) to motivate Eligible Executives towards strategic business objectives;
- (iii) to reward Eligible Executives with an equity stake in the success of LSHK Group; and
- (iv) to make the total compensation package more competitive in order to attract, retain and motivate high calibre executives.

## **2. ADMINISTRATION**

The Scheme shall be administered by the Board in such manner as it shall at its discretion deem fit.

## **3. ELIGIBLE EXECUTIVES**

A person who must be at least eighteen (18) years of age and:

- (i) be an executive of a member of the LSHK Group and has been confirmed in service; or
- (ii) be a director of a member of the LSHK Group.

The Board may at its absolute discretion select and identify suitable Eligible Executives to be offered options.

#### 4. LIMITS OF THE SCHEME

The total number of the Shares comprised in (i) exercised options, (ii) unexercised options, (iii) unexpired offers pending acceptance by all the Eligible Executives and (iv) exercised options, unexercised options and unexpired offers pending acceptance under any other executive share option schemes established by LSHK which are still subsisting shall not exceed the Maximum Aggregate provided that for so long as the Company is listed on the Stock Exchange, but subject always to the Maximum Aggregate, the total number of new Shares which may be issued upon exercise of options to be granted under the Scheme must not in aggregate exceed the Limit. Subject to the Maximum Aggregate, the Limit may be exceeded or refreshed in accordance with the provisions of the Listing Rules and subject to the approval of the Shareholders, where required.

For so long as the Company is listed on the Stock Exchange, the limit on the number of new Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company must not exceed the Maximum Aggregate from time to time.

#### 5. MAXIMUM ENTITLEMENT FOR EACH ELIGIBLE EXECUTIVE

No option may be granted to any Eligible Executive in any 12-month period that would result in the total number of Shares issued and to be issued upon exercise of the options (including both exercised and outstanding options) to exceed one percent (1%) of the total number of Shares of the Company in issue. Where any further grant of options to such Eligible Executive would result in the total number of Shares issued and to be issued upon exercise of the options granted or to be granted (including exercised, cancelled and outstanding options) in any 12-month period to exceed one percent (1%) of the total number of Shares of the Company in issue, such further grant must be separately approved by the Shareholders in accordance with the provisions of the Listing Rules.

The independent non-executive directors of the Company (excluding any independent non-executive director of the Company who is the grantee of the options) will be required to approve each grant of options to a director, chief executive, or substantial shareholder of the Company or any of their associates. If a grant of options to a substantial shareholder or an independent non-executive director of the Company or to any of their associates will result in the total number of Shares issued and to be issued upon exercise of options

granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet at the date of grant, in excess of HK\$5 million,

such grant of options will be required to be approved by the Shareholders in accordance with the provisions of the Listing Rules.

## **6. EXERCISE PERIOD OF AN OPTION UNDER THE SCHEME**

An option granted under the Scheme shall be exercisable by the Option Holder during such option period as determined by the Board (which may include a minimum period that an option must be held before it can be exercised, if any). The option period shall not be more than ten (10) years from the date of offer. Upon early termination of the Scheme prior to the expiry of the duration of the Scheme, the options granted prior to such termination shall continue to be valid and exercisable in accordance with these Rules.

## **7. GRANT OF OPTIONS**

The Board may, in its discretion, grant such options under the Scheme that is exercisable by the Option Holder following the fulfilment of the prescribed financial and performance targets or criteria (if any) within such period as may be determined by the Board.

The grant of an option under the Scheme to an Eligible Executive shall be accepted by the Eligible Executive within thirty (30) days from such day of grant (or such longer period of time as may be permitted by the Board at its discretion) by signing and returning the acceptance form, accompanied by a payment of HK\$1.00 as consideration.

**8. EXERCISE PRICE OF AN OPTION UNDER THE SCHEME**

The Board may at its discretion determine the exercise price of an option under the Scheme provided that the exercise price so fixed shall not be less than the greatest of (a) the average closing price of a Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the day of offer of such option; (b) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the day of offer of such option, which must be a business day; and (c) the nominal value of a Share.

**9. EXERCISE OF OPTION UNDER THE SCHEME**

The option granted to an Option Holder under the Scheme is exercisable by that Option Holder, within the option exercise period and subject to any other terms and conditions as may be contained in the Rules, the offer letter and the option certificate. Options which have been exercised may be satisfied, at the discretion of the Board, by the issue of new Shares by the Company and/or by the transfer of existing Shares by the Trustee to the Option Holder.

**10. RANKING OF AND RIGHTS ATTACHING TO SHARES**

In the event that any new Shares are to be allotted upon the exercise of an option under the Scheme, they shall, upon issue and allotment, rank *pari passu* in all respects with the existing issued and paid-up Share capital of the Company including the voting, dividend, transfer and other rights attached to the shares in issue, except that they will not rank for any dividend, right, entitlement or distribution, in respect of which record date precedes the allotment date of the new Shares and will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

In the event that any existing Shares are to be transferred upon the exercise of an option, the existing Shares shall be transferred together with all dividends, rights, entitlements and distributions, in respect of which record date is on or after the transfer date. No such right is attached to the options.

**11. RIGHTS ON TAKE-OVER, SCHEME OF ARRANGEMENT, AMALGAMATION, RECONSTRUCTION AND LIQUIDATION**

In the event of a takeover offer being made for the Company by a general offer or otherwise and resulting in a change of control and upon such offer becoming or being declared unconditional, the Board may at its absolute discretion allow any Option Holder, within six (6) months of the date on which such takeover offer becomes or is declared unconditional, to exercise in whole or in part the option remaining unexercised and any options remaining unexercised shall, unless the Board in its absolute discretion otherwise determines, lapse and be null and void. The exercise of options must nevertheless be within the option exercise period.

In the event of the court sanctioning a compromise or arrangement between the Company and its members proposed for the purposes of, or in connection with, a scheme of arrangement or reconstruction of the Company or amalgamation with any other company or companies under the Companies Ordinance or pursuant to any other applicable laws, the Board may at its absolute discretion allow any Option Holder to exercise all or any part of his option remaining unexercised at any time commencing from the date upon which the compromise or arrangement is sanctioned by the court and ending on the date upon which, in the opinion of the Board, it has been fully implemented, or on any other date specified by the Board within the option exercise period, failing which any unexercised options and any options remaining unexercised shall, unless the Board in its absolute discretion otherwise determine, lapse and be null and void.

Upon the commencement of winding-up of the Company, all unexercised options, earned and unearned, shall lapse and be null and void and be of no further force and effect.

**12. TRANSFERABILITY OF OPTIONS**

An option granted under the Scheme cannot otherwise be transferred or assigned, and is personal to the Eligible Executive.

**13. DURATION OF THE SCHEME**

The Scheme shall be in force for a period of ten (10) years commencing from the effective date for the implementation of the Scheme, which shall be a date to be determined by the board of directors of LSHK as soon as practical after the date of full compliance with all the relevant requirements under the Listing Rules and upon obtaining of Shareholders' approval.

**14. AUTOMATIC LAPSE OF OPTIONS**

An option granted under the Scheme shall, to the extent unexercised, immediately lapse upon (i) the expiry of the relevant exercise period; or (ii) on the date on which the Option Holder ceases to be an employee of any member of the LSHK Group; or (iii) on the date on which the Option Holder dies before exercising the option, unless otherwise decided by the Board.

**15. EFFECT OF ALTERATIONS TO CAPITAL**

In the event of any capitalisation issue, rights issue, bonus issue, sub-division, consolidation or reduction of capital of LSHK while any option under the Scheme remains exercisable, adjustments (if any) may be made to the number of Shares relating to such option or any portion thereof which is unexercised, the number of Shares comprised in an Offer of such option or the exercise price of such option, as determined by the Board to be in its opinion appropriate. Any adjustments must give a participant the same proportion of the equity capital as that to which that person was previously entitled, but no such adjustments may be made to the extent that a share would be issued at less than its nominal value. Other than on a bonus issue, such adjustments must be confirmed in writing by an independent financial advisor or the external auditors of the Company for compliance with the Note to Rule 17.03(13) of the Listing Rules.

**16. CANCELLATION OF OPTIONS**

In the event that the Company cancels options to subscribe for new Shares and grants new options to the same option holder to subscribe for new Shares, the grant of such new options must be within the Limit (excluding the cancelled options).

**17. TERMINATION**

The Scheme may be terminated by the Company prior to the expiry of its duration. Upon termination of the Scheme, no further options will be offered by the member of the LSHK Group and all Offers outstanding but not yet accepted by the Eligible Executive shall be deemed to be terminated. The options granted prior to such termination shall continue to be valid and exercisable in accordance with these Rules.

**18. ALTERATION OF THE SCHEME**

The terms of the Scheme may be altered in any respect by approval of the Board except that:

- (i) no alteration shall alter adversely the rights attaching to any options granted under the Scheme prior to such alteration except with the approval by a simple majority of the Option Holders present at a meeting call for this purpose;
- (ii) the provisions shall not be altered to the advantage of Eligible Executives, except with the prior sanction of the Shareholders in general meeting;
- (iii) no alteration shall be made without the prior approval of the Stock Exchange and such other relevant authorities as may be necessary; and
- (iv) so long as the Shares remain listed on the Stock Exchange, no alteration shall be made without the prior approval of Shareholders if such approval is required in respect of such alteration pursuant to the Listing Rules.

Where the Listing Rules prescribe that a provision under the Rules cannot be modified or amended to the advantages of participants under the Scheme without the approval of the Shareholders at a general meeting, such provision can only be modified or amended with the approval by the shareholders of the Company at a general meeting.



**19. VALUE OF OPTIONS**

The Board considers that it is not appropriate to state the value of all options that can be granted under the ESOS 2013 as if they had been granted on the Latest Practicable Date, as a number of variables which are crucial for the calculation of the option value have not been determined. Such variables include the exercise price, option period, lock-up period (if any), performance targets set (if any) and other relevant variables. The Board believes that any calculation of the value of the options as at the Latest Practicable Date would be based on a great number of speculative assumptions and would henceforth not be meaningful and be misleading to Shareholders.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### LAM SOON (HONG KONG) LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 411)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Lam Soon (Hong Kong) Limited (the “Company”) will be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong at 2:00 p.m. on Tuesday, 23 April 2013 for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, any new ordinary shares of HK\$1.00 each in the share capital of the Company (the “Shares”) fall to be issued pursuant to the exercise of any options granted under the Executive Share Option Scheme 2013 (the “ESOS 2013”), a copy of its Rules marked “A” is produced to the meeting and for the purpose of identification signed by the Chairman hereof, the ESOS 2013 be and is hereby approved and adopted by the Company and that the directors of the Company be and are hereby authorised to grant options to the eligible participants under the ESOS 2013 and to allot, issue and deal with Shares of the Company pursuant to the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the ESOS 2013.”

By Order of the Board

**Cheng Man Ying**

*Company Secretary*

Hong Kong, 5 April 2013

*Registered office:*

21 Dai Fu Street

Tai Po Industrial Estate

Tai Po

New Territories

Hong Kong

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
- (2) In order to be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a copy of such authority notarially certified, must be deposited at the registered office of the Company at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so wishes.
- (3) The Register of Members of the Company will be closed from Friday, 19 April 2013 to Tuesday, 23 April 2013 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the extraordinary general meeting of the Company, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars and Transfer Office — Hongkong Managers and Secretaries Limited at Unit 3401-2, 34th Floor, AIA Tower, 183 Electric Road, North Point, Hong Kong, not later than 4:00 p.m. on Thursday, 18 April 2013 for registration.