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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
GRANT OF SHARE OPTIONS TO THE GROUP MANAGING DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the annual 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 on Wednesday, 20 November 2013 at 12:00 noon is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual 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 no later than 48 hours before the time appointed for holding the meeting or the adjourned meeting as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

17 October 2013

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 20 November 2013 at 12:00 noon
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“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
“Date of Grant”	28 June 2013
“Director(s)”	the director(s) of the Company
“ESOS 2013”	The Executive Share Option Scheme 2013 of the Company
“Grantee”	Mr. Joseph LEUNG, the Group Managing Director of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Leong Group”	Hong Leong Company (Malaysia) Berhad, a private company incorporated in Malaysia, and its subsidiaries
“Latest Practicable Date”	10 October 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“Options”	the right to acquire the shares granted or to be granted pursuant to the ESOS 2013
“Proposed Grant of Options”	the conditional grant of option to the Grantee to acquire 2,570,000 Shares pursuant to the ESOS 2013
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$1.00 each of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases published by the Securities and Futures Commission
“Year”	from 1 July 2012 to 30 June 2013
“%”	per cent.

LETTER FROM THE BOARD



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*

17 October 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
GRANT OF SHARE OPTIONS TO THE GROUP MANAGING DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of resolutions to be proposed at the AGM for, inter alia, (i) granting of general mandates to the Directors to issue and repurchase Shares and the extension of the general mandate to issue Shares by the amount of Shares repurchased by the Company pursuant to the general mandate to repurchase Shares; (ii) re-election of Directors; and (iii) proposed grant of Options to Mr. Joseph Leung, the Group Managing Director and other relevant information regarding the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 20 November 2012, general mandates were given to the Directors, inter alia, (i) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 20 November 2012; and (ii) to allot, issue and deal with Shares not exceeding the aggregate of 20% of the aggregate nominal amount of the issued share capital of the Company as at 20 November 2012 and those Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 20 November 2012 repurchased by the Company (collectively referred to as “Existing General Mandates”).

In accordance with the provisions of the Listing Rules and the terms of the Existing General Mandates, the Existing General Mandates shall lapse at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and (iii) the date upon which the authority are revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Ordinary resolutions relating to the new general mandates (i) to issue Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution; (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution; and (iii) of extension of the general mandate to issue Shares by the amount of Shares repurchased by the Company pursuant to the general mandate to repurchase Shares will be proposed to be at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 243,354,165 Shares. Assuming there is no change in the issued share capital during the period from the Latest Practicable Date to the date of AGM, the maximum number of Shares which may be issued pursuant to the new general mandate will not exceed 48,670,833 Shares (being 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution), not taking into account any additional new Shares which may be issued pursuant to the mandate extended to issue Shares by the amount of Shares repurchased by the Company pursuant to the general mandate to repurchase Shares. With reference to the proposed ordinary resolutions relating to new general mandates, the Directors wish to state that, as at the date hereof, they have no immediate plans to repurchase any existing Shares or to issue any new Shares pursuant to the relevant mandates.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

RE-ELECTION OF DIRECTORS

Pursuant to Article 78 of the Articles of Association and Code A.4.2 of the Code of Corporate Governance Practices of the Company, Messrs. KWEK Leng Hai, LO Kwong Chi, Clement and LO Kai Yiu, Anthony will retire from office by rotation at the AGM. Messrs. KWEK Leng Hai and LO Kai Yiu, Anthony, being eligible, offer themselves for re-election at the AGM. Mr. LO Kwong Chi, Clement has indicated his intention not to offer himself for re-election as he has reached retirement age.

Details of the retiring Directors standing for re-election are set out in Appendix II to this circular.

THE PROPOSED GRANT OF OPTIONS TO THE GROUP MANAGING DIRECTOR

The ESOS 2013 was approved by the shareholders of the Company at the extraordinary general meeting held on 23 April 2013 and took effect on 25 April 2013.

On 28 June 2013, the Board had offered on the Date of Grant to grant conditional option in respect of 5,000,000 Shares to Mr. Joseph LEUNG, the Group Managing Director of the Company under the ESOS 2013.

Pursuant to the relevant provisions of the Listing Rules and the ESOS 2013, the total number of Shares acquired and to be acquired by an individual upon exercise of options granted to that individual (including both exercised and outstanding options) in any 12-month period must not exceed 1% (i.e. approximately 2,430,000) of the Shares in issue. While the grant of option for 2,430,000 Shares to the Grantee is within this limit, the Options for the remaining 2,570,000 Shares was granted conditional, among other things, on the approval of Shareholders in general meeting as required under the Listing Rules and the terms of ESOS 2013. In the event that the grant of the Options for the remaining 2,570,000 Shares was not approved by the Shareholders, the Options for 2,430,000 Shares which are within the limit would still be granted to the Grantee. Mr. Joseph LEUNG and his associates will be required to abstain from voting in respect of the resolution on the Proposed Grant of Options at the AGM.

LETTER FROM THE BOARD

No option was granted by the Company in respect of the Shares to the Grantee during the 12-month period preceding the Date of Grant. A summary of the Options granted to the Grantee are as follows:

Date of Grant	No. of Shares comprised in the Options	Exercise Price per share under the Options	<i>Notes</i>
28 June 2013	2,430,000	HK\$4.62	<i>1 & 2</i>
28 June 2013	<u>2,570,000</u>	HK\$4.62	<i>1, 2, & 3</i>
Total:	5,000,000		

Notes:

1. The exercise price for each Share under the Options is HK\$4.62, which was determined based on the highest of (i) the average closing price of a Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant; (ii) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the Date of Grant; and (iii) the nominal value of a Share.
2. **Validity Period of the Options**

The vesting of the Options is subject to the achievement of the prescribed financial and performance targets and the contribution criteria to be met by the Grantee for the financial periods from 1 July 2012 to 30 June 2014 and from 1 July 2014 to 30 June 2017. At the end of the relevant performance period, the Board Remuneration Committee of the Company shall determine, at its discretion, the extent of achievement of the financial and performance targets and contribution criteria set out for that period, and decide on the vesting of the Options and the number of Shares comprised in the vested Options. Thereafter, the Grantee shall be notified of the vesting of the Options and shall be able to exercise the vested Options within an exercise period of up to 30 months following the vesting of the Options.
3. The grant of Options for 2,570,000 Shares is conditional, among other things, on the approval of Shareholders of the Company in general meeting as required under the Listing Rules and the terms of ESOS 2013.

Pursuant to the Rule 17.04(1) of the Listing Rules, the grant of Options for 5,000,000 Shares to Mr. Joseph LEUNG, the Group Managing Director of the Company has been approved by all independent non-executive directors of the Company.

LETTER FROM THE BOARD

AGM

A notice convening the AGM is set out on pages 14 to 18 of this circular. As mentioned in the paragraph headed “The Proposed Grant of Options to the Group Managing Director”, the Proposed Grant of Options will be approved by the Shareholders at the AGM.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, Shareholders are requested to complete the form of proxy and return it to 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 in accordance with the instructions printed thereon and in any event, not less than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meetings must be taken by poll. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to the Articles of Association. The results of poll will be published on the websites of the Stock Exchange and of the Company after the conclusion of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors (including independent non-executive directors) believe that the granting of the general mandates to issue and repurchase Shares, the re-election of the Directors and the Proposed Grant of Options to Mr. Joseph LEUNG, the Group Managing Director of the Company are all in the best interests of the Company and the Shareholders as a whole. Accordingly the Directors (including independent non-executive directors) recommend the Shareholders to vote in favour of all relevant resolutions set out in the notice of the AGM on pages 14 to 18 of this circular.

Your attention is drawn to the information set out in Appendices I and II to this circular.

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

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate (the “Repurchase Mandate”) to exercise all the powers of the Company to repurchase on the Stock Exchange the issued and fully paid Shares. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of passing the said resolution.

Shareholders should note that the Repurchase Mandate covers repurchases made only during the period ending on the earliest of (i) the date of the next AGM of the Company; (ii) the date by which the next AGM of the Company is required to be held by the Articles of Association or any applicable laws; or (iii) the date upon which such authority is revoked or varied.

As at the Latest Practicable Date, 243,354,165 Shares were in issue and fully paid. Assuming that there are no changes (from the Latest Practicable Date to the date of the AGM) in the Company’s issued and fully paid share capital, the maximum number of Shares that may be repurchased by the Company pursuant to the Repurchase Mandate will be 24,335,416.

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates (as defined under the Listing Rules) has a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company on the Stock Exchange.

No persons who are connected persons (the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their associates (as defined in the Listing Rules)) have notified the Company that they have a present intention to sell any Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make repurchases of Shares, on the Stock Exchange.

DIRECTORS’ UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power of repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, GuoLine International Limited ("GuoLine") was a wholly-owned subsidiary of GuoLine Capital Assets Limited which was in turn a wholly-owned subsidiary of Hong Leong Company (Malaysia) Berhad, the ultimate holding company of the Company, held a beneficial interest of 140,008,659 Shares, representing approximately 57.53% of the issued share capital of the Company.

In the event of the Directors exercise the powers to repurchase Shares in full pursuant to the Repurchase Mandate, assuming that no Share is sold by GuoLine, the shareholding of GuoLine in the Company would be increased to approximately 63.93%. The Directors are not aware of any general offer obligation which will arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

PUBLIC FLOAT

The Directors do not have a present intention to exercise the Repurchase Mandate to such extent, causing the public float of the securities of the Company to fall below 25%.

LISTING RULES REQUIREMENTS FOR REPURCHASE OF SHARES**Shareholders' Approval**

The Listing Rules provide that all securities repurchased on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific resolution in relation to specific transaction.

Reasons for Repurchase

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

Source of Funds

Repurchases must be made from internal resources, borrowings and/or other funds legally available for such purposes in accordance with the Memorandum and Articles of Association of the Company and the laws of Hong Kong.

Material Adverse Impact

On the basis of the consolidated financial position of the Company as at 30 June 2013 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company (as compared with the position disclosed in the latest published audited financial statements for the year ended 30 June 2012) unless the Directors consider that such repurchases were in the best interests of the Company.

SHARE REPURCHASE MADE BY THE COMPANY

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

GENERAL

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2012		
October	4.00	3.40
November	4.00	3.80
December	3.95	3.75
2013		
January	4.05	3.75
February	4.45	4.00
March	4.75	4.30
April	4.50	4.15
May	4.65	4.35
June	4.65	4.25
July	4.70	4.20
August	5.45	4.58
September	5.60	5.30
October (up to the Latest Practicable Date)	5.50	5.40

The following are the particulars of the directors who will retire and be eligible for re-election at the AGM:

1. **Mr. Kwek Leng Hai** (“Mr. Kwek”), aged 60, Chairman of the Company since October 2006 and has been a Non-Executive Director of the Company since appointment to the Board in 1997. Mr. Kwek is also the Chairman of Board Nomination Committee and a member of Board Remuneration Committee of the Company.

Mr. Kwek is a director and shareholder of Hong Leong Company (Malaysia) Berhad (“HLCM”), the ultimate holding company of the Company. He is the President, CEO of Guoco Group Limited (“GGL”), a Hong Kong listed subsidiary of HLCM. He also holds directorships in key listed subsidiaries and associated companies of GGL including GuocoLand Limited and GuocoLeisure Limited, both listed on the Singapore Exchange Securities Trading Limited, and Hong Leong Bank Berhad listed on Bursa Malaysia. He is also a director of Bank of Chengdu Co., Ltd. Save as disclosed, he did not hold any directorship in other public listed companies in the last three years prior to the Latest Practicable Date.

Mr. Kwek qualified as a chartered accountant of the Institute of Chartered Accountants in England and Wales. He is the brother-in-law of Dr. Whang Sun Tze, a Non-Executive Director of the Company. Save as aforesaid, he is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Kwek was interested in 2,300,000 Shares within the meaning of Part XV of the SFO. There is no service contract between Mr. Kwek and the Company. Mr. Kwek is not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM pursuant to the Company’s Articles of Association. There is no director’s fee payable to Mr. Kwek for the financial year ended 30 June 2013 pursuant to Hong Leong Group’s policy that salaried director of any Hong Leong Group company will not be paid director’s fee.

Save as disclosed above, there are no other matters concerning Mr. Kwek that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. **Mr. Lo Kai Yiu, Anthony** (“Mr. Lo”), aged 64, Independent Non-Executive Director of the Company since appointment to the Board in December 2008. He is a member of the Board Audit Committee and the Board Nomination Committee of the Company.

Mr. Lo is qualified as a chartered accountant with the Institute of Chartered Accountants of Ontario, Canada and a member of the HKICPA. Mr. Lo has over 30 years of experience in banking, finance and investments. He worked for a number of well-known financial institutions as managing director.

Mr. Lo is an independent non-executive director and members of the audit and nomination committees of the Taiwan Fund Inc, which is listed on the New York Stock Exchange. Mr. Lo is also an independent non-executive director and chairman of the audit committee of Mecox Lane Limited, a company listed on Nasdaq in the USA.

He also holds other directorships in a number of listed companies in Hong Kong including independent non-executive director and the audit committee chairman of IDT International Limited; independent non-executive director, the audit committee chairman and members of the compensation and nomination committees of Playmates Holdings Limited; independent non-executive director, audit committee chairman and member of the remuneration committee of Tristate Holdings Limited; and independent non-executive director and members of the audit and nomination committees of Convenient Retail Asia Limited.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Mr. Lo is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lo did not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Mr. Lo and the Company. Mr. Lo is not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM pursuant to the Company’s Articles of Association. For the Year, he is entitled to a Director’s fee of HK\$280,000 subject to Shareholders’ approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

NOTICE IS HEREBY GIVEN THAT the Annual 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 on Wednesday, 20 November 2013 at 12:00 noon, for the following purposes:

As Ordinary Business:

1. To lay before the meeting the audited Financial Statements together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2013.
2. To declare a final dividend.
3. To fix the fees of the Directors for the year ended 30 June 2013.
4. To re-elect the following retiring Directors:
 - (A) Mr. Kwek Leng Hai
 - (B) Mr. Lo Kai Yiu, Anthony
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business:

6. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

Ordinary Resolutions

A. “THAT:

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws of the Hong Kong Special Administrative Region and the Memorandum and Articles of Association of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 % of the aggregate nominal amount of the share capital of the Company in issue on the date of passing 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 Articles of Association of the Company or any applicable law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such share or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period (as defined hereinafter) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined hereinafter);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or securities which are convertible into shares of the Company;
 - (iii) the exercise of any option or subscription rights under the Company’s share option schemes or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

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

C. “**THAT** conditional upon the passing of the resolution nos. 6A and 6B set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or deal with additional shares pursuant to resolution no. 6B set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6A set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolution:

Ordinary Resolution

“**THAT** the grant of options in respect of 2,570,000 ordinary shares of HK\$1.00 each in the share capital of the Company at an exercise price of HK\$4.62 per share to Mr. Joseph LEUNG, the Group Managing Director, subject to and in accordance with the terms of the ESOS 2013 adopted by the Company on 23 April 2013 be and is hereby approved and **THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts and execute all such documents as may be necessary or expedient to give full effect to such grant of options.”

By Order of the Board
Cheng Man Ying
Company Secretary

Hong Kong, 17 October 2013

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 instrument appointing a proxy and the 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 Monday, 18 November 2013 to Wednesday, 20 November 2013 (both days inclusive) during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the forthcoming annual general meeting of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrars and Transfer Office – Hongkong Managers and Secretaries Limited (“HKMS”) at Units 1607-8, 16th Floor, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong, not later than 4:00 p.m. on Friday, 15 November 2013 for registration.

The Register of Members of the Company will also be closed from Tuesday, 26 November 2013 to Wednesday, 27 November 2013 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, subject to Shareholders' approval at the Annual General Meeting of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with HKMS, not later than 4:00 p.m. on Monday, 25 November 2013 for registration.