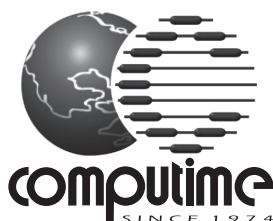


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Computime Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**COMPUTIME GROUP LIMITED**

**金寶通集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 320)**

**PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Computime Group Limited to be held at Concord Room II & III, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 7 September 2009 at 9:45 a.m. is set out on pages 16 to 29 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.computime.com](http://www.computime.com)).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

\* For identification purposes only

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## DEFINITIONS

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

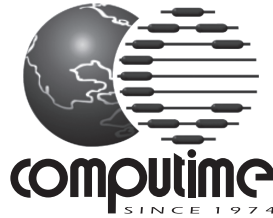
“Annual General Meeting”	an annual general meeting of the Company to be held at Concord Room II & III, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 7 September 2009 at 9:45 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 29 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	Computime Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Current Articles of Association”	the articles of association of the Company currently in force;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	24 July 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.1 each in the capital of the Company or if there is a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

## DEFINITIONS

“Takeovers Code” the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and

“%” per cent.

LETTER FROM THE BOARD



**COMPUTIME GROUP LIMITED**

**金寶通集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 320)**

*Executive Directors:*

Mr. Auyang Ho (*Chairman*)  
Mr. Auyang Pak Hong, Bernard (*Chief Executive Officer*)  
Ms. Choi Po Yee, Alice

*Non-executive Directors:*

Mr. Kam Chi Chiu, Anthony  
Mr. Arvind Amratlal Patel  
Mr. Wong Chun Kong

*Independent Non-executive Directors:*

Mr. Luk Koon Hoo  
Mr. Patrick Thomas Siewert  
Mr. Steven Julien Feniger

*Registered Office:*

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

*Principal Place of Business in*

*Hong Kong:*  
17th Floor, Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

30 July 2009

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) granting of the Buyback Mandate to the Directors; (ii) granting of the Issuance Mandate to the Directors; (iii) extension of the Issuance

\* For identification purposes only

## LETTER FROM THE BOARD

Mandate by adding to it the aggregate nominal amount of issued Shares repurchased by the Company under the Buyback Mandate; (iv) re-election of the retiring Directors; and (v) amendments to the Current Articles of Association.

### 2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 8 September 2008, general mandates were granted to the then Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$8,300,000 (equivalent to 83,000,000 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the "Buyback Mandate");
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$16,600,000 (equivalent to 166,000,000 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the "Issuance Mandate"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the Annual General Meeting as set out on pages 16 to 29 of this circular. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required 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. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to Article 87 of the Current Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

According to the above provision, Mr. Auyang Ho, Mr. Arvind Amratlal Patel and Mr. Luk Koon Hoo shall retire by rotation at the Annual General Meeting. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the same meeting. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Auyang Ho, Mr. Arvind Amratlal Patel and Mr. Luk Koon Hoo are set out in Appendix II to this circular.

### **4. PROPOSED AMENDMENTS TO THE CURRENT ARTICLES OF ASSOCIATION**

In view of the amendments of the Listing Rules on 1 January 2009, the Directors propose to amend the Current Articles of Association so as to bring the constitution of the Company up-to-date. The proposed amendments cover the following major aspects:

- (a) to facilitate the use of the Company's website and electronic means for sending or supply of corporate communication (as defined in the Listing Rules);
- (b) to require sending notice to Shareholders at least 20 clear business days in the case of annual general meetings and at least 10 clear business days in the case of all other general meetings; and
- (c) to require all votes of shareholders at a general meeting to be taken by poll and to delete all provisions relating to voting by show of hands accordingly.

The proposed amendments to the Current Articles of Association are stated in the proposed special resolution set out in item 11 of the notice convening the Annual General Meeting as contained on pages 16 to 29 of this circular. A copy of the Current Articles of Association will be available for inspection at the Company's principal place of business at 17th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong during normal business hours from the date hereof up to and including the date of the Annual General Meeting.

## LETTER FROM THE BOARD

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 29 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Buyback Mandate, the re-election of the retiring Directors and the amendments to the Current Articles of Association.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.computime.com](http://www.computime.com)). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806–7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

### 6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of the retiring Directors and the amendments to the Current Articles of Association are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement of the Buyback Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By Order of the Board  
**Auyang Ho**  
*Chairman*



## **APPENDIX I EXPLANATORY STATEMENT OF THE BUYBACK MANDATE**

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

### **1. REASONS FOR BUYBACK OF SHARES**

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 830,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 830,000,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, an aggregate nominal amount of Shares not exceeding HK\$8,300,000 (equivalent to 83,000,000 Shares), representing 10% of the aggregate nominal amount of the Shares in issue as at the date of the Annual General Meeting.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and any other applicable laws.

The laws of the Cayman Islands provide that a purchase of shares may be made (to the extent of the par value of such shares) out of profit or the proceeds of a fresh issue of shares made for such purpose or, out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorized by its Articles of Association. Any premium payable on a purchase may be made out of profits, the Company's share premium account or out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorized by its Articles of Association.

#### **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2009) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, 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 Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Solar Power Group Limited, the controlling Shareholder, was interested in 352,500,000 Shares, representing approximately 42.46% of the total issued share capital of the Company. Solar Power Group Limited was beneficially owned as to 67.66% by Mr. Auyang Ho and 32.34% by Mr. Auyang Pak Hong, Bernard (both of whom are executive Directors). Accordingly, Mr. Auyang Ho was deemed to be interested in the 352,500,000 Shares pursuant to Part XV of the SFO. On the basis that the issued share capital of the Company and the shareholding of Solar Power Group Limited remain unchanged immediately before the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interests of Solar Power Group Limited in the issued Shares would be increased to approximately 47.18% of the total issued share capital of the Company.

In the opinion of the Directors, such an increase of shareholding may give rise to an obligation for Solar Power Group Limited to make a mandatory offer under the Takeovers Code. The Directors do not have any present intention to exercise the Buyback Mandate to such an extent as would give rise to such an obligation.

#### **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

## APPENDIX I EXPLANATORY STATEMENT OF THE BUYBACK MANDATE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

### 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2008</b>		
July	0.840	0.680
August	0.690	0.610
September	0.630	0.440
October	0.500	0.280
November	0.480	0.310
December	0.450	0.300
<b>2009</b>		
January	0.480	0.275
February	0.640	0.485
March	0.630	0.450
April	0.650	0.500
May	0.720	0.510
June	0.710	0.500
July (up to the Latest Practicable Date)	0.800	0.660

### 8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Current Articles of Association, are provided below.

**(1) Mr. Auyang Ho**

*Position and Experience*

Mr. Auyang Ho (“Mr. Auyang”), aged 77, is an executive Director, the Chairman of the Board and the chairman of both the executive committee and remuneration committee of the Company. He is also a director of certain subsidiaries of the Company. Besides, Mr. Auyang is a director and a shareholder of Solar Power Group Limited, the controlling Shareholder of the Company. He is the father of Mr. Auyang Pak Hong, Bernard, the Chief Executive Officer of the Company. Mr Auyang co-founded the Group in 1974 and was the Chief Executive Officer until 2003. He graduated from the South China Institute of Technology (now known as the South China University of Technology), where he studied structural engineering. Mr. Auyang has more than 30 years of experience in manufacturing operations, product management and development in the electronics industry. Prior to founding the Group, Mr. Auyang has been an engineer in the Ministry of Railways of the People’s Republic of China. During the period from April 1965 to January 1973, he worked in the group of The Hong Kong Chiap Hua Manufactory Company, (1947) Limited (now known as “Chiaphua Limited”) (this group is hereinafter referred to as “Chiap Hua Group”). He had served as an Assistant Plant Manager of the extrusion plant for The Hong Kong Chiap Hua Manufactory Company, (1947) Limited from April 1965 to December 1970. From January to September 1970, he acted as a Project Manager for International Containers Limited (a company formed by Chiap Hua Group and another party and has now been dissolved) and was responsible for supervising and co-ordinating the setting-up of a new manufacturing plant and all the facilities. In September 1970, he was formally promoted as the Plant Manager of International Containers Limited and held the position until he left Chiap Hua Group in January 1973. He then formed the Group and under his leadership, the Group received The Chinese Manufacturers’ Association of Hong Kong New Product Award in 1976. Mr. Auyang has been instrumental in spearheading the Group’s expansion and has secured many key customers since 1980 up to 2003. He currently acts as an advisor to the Chief Executive Officer, Chief Operating Officer and senior management of the Company and provides guidance on management issues.

Mr. Auyang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mr. Auyang entered into a service agreement with the Company on 15 September 2006, pursuant to which his current term of office is three years commencing from 9 October 2006 unless and until terminated by either party giving to the other not less than three months’ prior notice in writing. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of

Association. The provisions of the Current Articles of Association in respect of Directors' retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Auyang was deemed to be interested in 352,500,000 Shares, representing approximately 42.46% of the issued share capital of the Company, which were held by Solar Power Group Limited (a corporation owned as to 67.66% by Mr. Auyang). Save as disclosed above, Mr. Auyang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Relationships*

Save as disclosed in the above paragraphs headed "Position and Experience" and "Interests in Shares", Mr. Auyang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the foregoing service agreement, Mr. Auyang is entitled to receive an annual salary of HK\$1,430,000 payable on a 13-month basis. Such salary is subject to review by the Board annually. In addition, Mr. Auyang is entitled to receive a discretionary year-end bonus as determined by the Board provided that the total amount of bonuses payable to all executive Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profit after taxation but before extraordinary items of the Group of the same financial year.

Mr. Auyang is also entitled to participate in the share option scheme of the Company. The above emoluments of Mr. Auyang are determined by the Board with reference to his experience, duties and responsibilities.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.52(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Auyang that need to be brought to the attention of the Shareholders.

**(2) Mr. Arvind Amratlal Patel***Position and Experience*

Mr. Arvind Amratlal Patel (“Mr. Patel”), aged 68, is a non-executive Director and a member of the audit committee of the Company. He has retired with 40 years of experience with several U.S.-based public and private manufacturing companies. After earning his Bachelor’s degree in Electrical Engineering from The Maharaja Sayajirao University of Baroda in India, Mr. Patel immigrated to United States to pursue further studies. He began his professional career with Culligan International in 1966. After working with certain smaller companies, he returned to a management position at Culligan International in 1971 while simultaneously earning his Master’s degree in Business Administration from Loyola University Chicago. He then joined Intermatic Incorporated, an international manufacturer of electrical and electronic products. During his 20 years at Intermatic Incorporated, Mr. Patel held several executive positions, including president and chief operating officer, until his retirement in 2005. In addition to the management positions, Mr. Patel was elected to the boards of Intermatic Incorporated and Intermatic-A.T.C., a manufacturing joint venture in China, from July 2000 until his retirement in December 2005. Mr. Patel was appointed as a non-executive Director of the Group in November 2005.

Mr. Patel has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Pursuant to the letter of appointment issued by the Company to Mr. Patel, his current term of appointment is from 14 September 2007 to 8 October 2009, which shall be terminable by two months’ prior notice in writing given by either party. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Patel was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Relationships*

As far as the Directors are aware, Mr. Patel does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the appointment letter, Mr. Patel is entitled to receive a fixed director's fee of HK\$120,000 per annum, a fee of HK\$5,000 for attending each scheduled Board meeting and a fee of HK\$8,000 for attending each scheduled audit committee meeting. He is eligible to participate in the share option scheme of the Company but is not entitled to receive any bonus.

The above emoluments of Mr. Patel are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.52(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Patel that need to be brought to the attention of the Shareholders.

**(3) Mr. Luk Koon Hoo***Position and Experience*

Mr. Luk Koon Hoo ("Mr. Luk"), aged 57, is an independent non-executive Director of the Company, the chairman of the audit committee and a member of both the remuneration committee and nomination committee of the Company. He is a retired banker, and has 30 years of comprehensive experience in accounting and financial management. He began at Hang Seng Bank in 1975 as a trainee officer. He was appointed as personal assistant to the deputy general manager and held that office from 1987 to 1989. Mr. Luk served as the head of financial control in 1989, as director and deputy chief executive in 1994 and as managing director and deputy chief executive from 1996 to his retirement in May 2005. Regarding Mr. Luk's other directorships, he is an independent non-executive director of China Properties Group Limited and Wheelock Properties Limited (both companies listed on the main board of the Stock Exchange) and is an independent non-executive director of Wharf T&T Limited, AXA General Insurance Hong Kong Limited and Octopus Cards Limited. In addition, Mr. Luk has been appointed as an independent non-executive director of Hung Hing Printing Group Limited (a company listed on the main board of the Stock Exchange) on 15 August 2008. In the public sphere, Mr. Luk is a non-official director of Hong Kong Applied Science and Technology Research Institute Company Limited (a government-owned corporation). Mr. Luk also serves as a council member and the treasurer of The Chinese University of Hong Kong, as a member of the Barristers Disciplinary Tribunal Panel and as a member of the Operations Review Committee of ICAC. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Board of Trustees of the Sir Edward Youde Memorial Fund and the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission. He was

an appointed member of the Hong Kong Legislative Council from 1992 to 1995, and also a member of the first Election Committee of the Legislative Council. He holds a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and a Master of Business Administration Degree from The Chinese University of Hong Kong. He is a fellow of The Hong Kong Institute of Bankers. Mr. Luk is a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services. Mr. Luk was appointed as a non-executive Director of the Group in January 2006.

Save as disclosed above, Mr. Luk has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of service*

Pursuant to the letter of appointment issued by the Company to Mr. Luk, his current term of appointment is from 14 September 2007 to 8 October 2009, which shall be terminable by two months' prior notice in writing given by either party. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of Directors' retirement by rotation and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

#### *Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Luk was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

#### *Relationships*

As far as the Directors are aware, Mr. Luk does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

#### *Director's emoluments*

Pursuant to the appointment letter, Mr. Luk is entitled to receive a fixed director's fee of HK\$120,000 per annum, a fee of HK\$5,000 for attending each scheduled Board meeting/remuneration committee meeting/nomination committee meeting and a fee of HK\$8,000 for attending each scheduled audit committee meeting. Mr. Luk is eligible to participate in the share option scheme of the Company but is not entitled to receive any bonus.

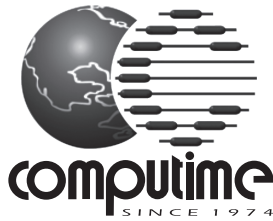
The above emoluments of Mr. Luk are determined with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.



*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.52(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Luk that need to be brought to the attention of the Shareholders.

# NOTICE OF THE ANNUAL GENERAL MEETING



## COMPUTIME GROUP LIMITED

金寶通集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 320)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Computime Group Limited (the “Company”) will be held at Concord Room II & III, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 7 September 2009 at 9:45 a.m. for transacting the following ordinary and special business:

### ORDINARY BUSINESS

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2009;
2. To declare a final dividend of 1.0 HK cent per share in respect of the year ended 31 March 2009;
3. To re-elect Mr. Auyang Ho as an executive director of the Company;
4. To re-elect Mr. Arvind Amratlal Patel as a non-executive director of the Company;
5. To re-elect Mr. Luk Koon Hoo as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint Messrs Ernst & Young as auditors and to authorize the board of directors of the Company to fix auditors’ remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

\* For identification purposes only

## NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
    - (iii) 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.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement 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 issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

## NOTICE OF THE ANNUAL GENERAL MEETING

(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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

### SPECIAL BUSINESS

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

“**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”; and

## NOTICE OF THE ANNUAL GENERAL MEETING

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

“**THAT** the Articles of Association of the Company be and are hereby amended as follows:

**(a) Article 2**

By (i) adding the following definition of “business day” after the definition of “Board” or “Directors”; (ii) adding the following definition of “Hong Kong” after the definition of “head office”; and (iii) deleting the existing definitions of “ordinary resolution” and “special resolution” and substituting therefor the following new definitions of “ordinary resolution” and “special resolution”:

“business day” a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange 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 Articles be counted as a business day.

“Hong Kong” Hong Kong Special Administrative Region of the People’s Republic of China.

“ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members, being entitled so to do, voting in person or, in the case of any Member 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 Article 59.

“special resolution” 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 Members, being entitled so to do, voting in person or, in the case of any Member 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 Article 59;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.;

## NOTICE OF THE ANNUAL GENERAL MEETING

**(b) Article 10**

By deleting the existing Article 10 and substituting therefor the following new Article 10:

‘10. Subject to the Law and without prejudice to Article 8, 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 in nominal value 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 Articles 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 holders present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy holding 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 Member being a corporation, by 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 shall be entitled to one vote for every such share held by him.’;

**(c) Article 55**

By deleting the existing Article 55 and substituting therefor the following new Article 55:

‘55. (1) Without prejudice to the rights of the Company under paragraph (2) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

## NOTICE OF THE ANNUAL GENERAL MEETING

- (2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:
- (a) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles of the Company have remained uncashed;
  - (b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
  - (c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has notified the Designated Stock Exchange and published a notice, by way of an advertisement in newspapers or in such other manner as may be prescribed or permitted by the rules of the Designated Stock Exchange, of its intention to sell such shares, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such notice.

For the purpose of the foregoing, the “relevant period” means the period commencing twelve years before the date of publication of the notice referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.

- (3) To give effect to any such sale the Board may authorise some person to transfer the said shares and an instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former Member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.’;

## NOTICE OF THE ANNUAL GENERAL MEETING

**(d) Article 59**

By deleting the existing Article 59 and substituting therefor the following new Article 59:

- ‘59. (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 extraordinary 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 extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days. A general meeting may be called by shorter notice, if it is permitted by the rules of the Designated Stock Exchange and, subject to the Law, 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 Members other than to such Members as, under the provisions of these Articles 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 Member and to each of the Directors and the Auditors.’;

**(e) Article 66**

By deleting the existing Article 66 and substituting therefor the following new Article 66:

- ‘66. Any vote of Members at a general meeting shall be taken by poll. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting every Member present in person (in case of a Member being a corporation, by its duly authorised representative), or by proxy 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.’;



## NOTICE OF THE ANNUAL GENERAL MEETING

**(f) Article 67**

By deleting the existing Article 67 and substituting therefor the following new Article 67:

‘67. Intentionally Deleted.’;

**(g) Article 68**

By deleting the existing Article 68 and substituting therefor the following new Article 68:

‘68. 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 Designated Stock Exchange.’;

**(h) Article 69**

By deleting the existing Article 69 and substituting therefor the following new Article 69:

‘69. Intentionally Deleted.’;

**(i) Article 70**

By deleting the existing Article 70 and substituting therefor the following new Article 70:

‘70. Any question of an adjournment shall be decided at the meeting without adjournment.’;

**(j) Article 71**

By deleting the existing Article 71 and substituting therefor the following new Article 71:

‘71. Votes may be given either personally or by proxy.’;

**(k) Article 72**

By deleting the existing Article 72 and substituting therefor the following new Article 72:

‘72. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.’;

## NOTICE OF THE ANNUAL GENERAL MEETING

**(l) Article 73**

By deleting the existing Article 73 and substituting therefor the following new Article 73:

‘73. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.’;

**(m) Article 75(1)**

By deleting the existing Article 75(1) and substituting therefor the following new Article 75(1):

‘75. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.’;

**(n) Article 80**

By deleting the existing Article 80 and substituting therefor the following new Article 80:

‘80. 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 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 and in default the instrument of proxy shall not be treated as valid. 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

## NOTICE OF THE ANNUAL GENERAL MEETING

date. Delivery of an instrument appointing a proxy shall not preclude a Member 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.';

**(o) Article 81**

By deleting the existing Article 81 and substituting therefor the following new Article 81:

'81. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.';

**(p) Article 82**

By deleting the existing Article 82 and substituting therefor the following new Article 82:

'82. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, at which the instrument of proxy is used.';

**(q) Article 84(2)**

By deleting the existing Article 84(2) and substituting therefor the following new Article 84(2):

'84. (2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same

## NOTICE OF THE ANNUAL GENERAL MEETING

rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)).’;

**(r) Article 152**

By deleting the existing Article 152 and substituting therefor the following new Article 152:

‘152. Subject to Article 153, a copy of the directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.’;

**(s) Article 153**

By deleting the existing Article 153 and substituting therefor the following new Article 153:

‘153. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete copy of the Company’s annual financial statement and the directors’ report thereon.’;

## NOTICE OF THE ANNUAL GENERAL MEETING

**(t) Article 161**

By deleting the existing Article 161 and substituting therefor the following new Article 161:

'161. Any Notice or other document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not to be given or issued under these Articles, from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and other document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice or other document to him or which the person transmitting the Notice or other document reasonably and bona fide believes at the relevant time will result in the Notice or other document being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws and in accordance with any applicable rules, regulations and requirements of the Designated Stock Exchange, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the Notice or other document is available there and containing such other particulars as may be required under the rules of the Designated Stock Exchange (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above subject to compliance with any rules, regulations and requirements of the Designated Stock Exchange. In the case of joint holders of a share all Notices and other documents shall be given to that one of the joint holders whose name stands first in the Register and Notices and other documents so given shall be deemed a sufficient service on or delivery to all the joint holders.'; and

**(u) Article 162**

By deleting the existing Article 162 and substituting therefor the following new Article 162:

'162. Any Notice or other document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange):

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or

## NOTICE OF THE ANNUAL GENERAL MEETING

other document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. Any such Notice or other document placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day on which a notice of availability is sent or if later, the date on which such Notice or other document first appears on the website;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.'''.

By Order of the Board  
**Auyang Ho**  
*Chairman*

Hong Kong, 30 July 2009

*Notes:*

1. Any Member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the

## NOTICE OF THE ANNUAL GENERAL MEETING

meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The register of members of the Company will be closed from Thursday, 3 September 2009 to Monday, 7 September 2009, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 March 2009 and for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 2 September 2009.
4. In relation to the ordinary resolutions set out in items 8, 9 and 10 of the above notice, the Directors wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company.
5. Concerning the special resolution set out in item 11 of the above notice, approval is being sought to amend the Company's Articles of Association in order to comply with certain amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, which came into effect on 1 January 2009.

*Note:* The Chinese translation of this Notice which contains details of the proposed amendments to the Articles of Association of the Company is for reference only. In case of inconsistency, the English version shall prevail.