
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **RoadShow Holdings Limited**, you should at once hand this circular, together with the enclosed proxy form 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

RoadShow
路訊通
ROADSHOW HOLDINGS LIMITED
路訊通控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 888)

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 1 to 3 of this circular.

A notice convening the annual general meeting of RoadShow Holdings Limited (the “**Company**”) to be held at RP Room, Third Floor, Royal Plaza Hotel, 193 Prince Edward Road West, Kowloon, Hong Kong at 3:00 p.m. on 9 May 2007 (the “**Annual General Meeting**”) is set out on pages 11 to 13 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s principal office at No. 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so desire.

LETTER FROM THE BOARD



ROADSHOW HOLDINGS LIMITED
路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

Board of Directors:

John CHAN Cho Chak (*Chairman*)

GBS, JP, DBA (Hon), BA, DipMS, CCMI, FCILT, FHKIoD

Michael WONG Yick-kam (*Deputy Chairman*)

BBA, MBA

Winnie J. NG (*Group Managing Director*)

BA, MBA (Chicago), MPA (Harvard)

Anthony NG *BA, MBA (Ivey)*

Carlye Wai-Ling TSUI[#] *BBS, MBE, JP, BA (Econ),*

FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD

HUI Ki On[#] *GBS, CBE, QPM, CPM*

MAK Chun Keung

LAU Mei Mui, *May*

Dr. Eric LI Ka Cheung[#] *GBS, OBE, JP, LLD,*

DSocSc, BA, FCPA (Practising), Hon HKAT, FCA,

FCPA (Aust.), FCIS

Andrew SO Sing Tak

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Hong Kong Principal Office:

No. 9 Po Lun Street

Lai Chi Kok

Kowloon

Hong Kong

[#] *Independent Non-Executive Director*

16 April 2007

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the annual general meeting of the Company to be held on 9 May 2007 (the “**Annual General Meeting**”), resolutions will be proposed to, inter alia, (i) grant to the directors of the Company (the “**Directors**”) a general mandate to issue the shares of HK\$0.1 each in the Company (the “**Shares**”) and to repurchase the Shares of the Company since the previous general mandate granted to the Directors on 15 May 2006 to issue shares and to repurchase shares will expire at the

* *For identification purposes only*

LETTER FROM THE BOARD

Annual General Meeting; and (ii) re-elect the Directors. This circular contains the explanatory statement in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), to give all the information reasonably necessary to enable the shareholders of the Company (the “**Shareholders**”) to make an informed decision on whether to vote for or against the resolutions to approve the issue and allotment of new Shares and the repurchase by the Company of its own Shares. This circular also contains biographies of the Directors who will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

1. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares (the “**Share Issue Mandate**”). The Shares which may be allotted and issued pursuant to the Share Issue Mandate shall not exceed 20% of the issued share capital of the Company in issue as at the date of passing of the resolution approving the Share Issue Mandate. The Share Issue Mandate shall expire upon whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or Memorandum of Association and Bye-laws of the Company; and (iii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Issue Mandate are set out in Ordinary Resolution 5(A) in the Notice of Annual General Meeting on pages 11 to 13 of this circular.

In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares repurchased pursuant to the Share Repurchase Mandate (as hereinafter defined), if granted.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to repurchase issued and fully paid Shares in the capital of the Company (the “**Share Repurchase Mandate**”). Under the Share Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the issued share capital of the Company on the date of passing of the resolution approving the Share Repurchase Mandate. The Company’s authority is restricted to repurchase made on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 10 April 2007, being the latest practicable date prior to printing of this circular (the “**Latest Practicable Date**”), the issued share capital of the Company comprised 997,365,332 Shares. Exercise in full of the Share Repurchase Mandate, on the basis that no further Shares are issued or repurchased between the period from the Latest Practicable Date to the date of the Annual General Meeting, could accordingly result in up to 99,736,533 Shares being repurchased by the Company. An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Repurchase Mandate together with the details of the repurchases of the Shares made by the Company during the six months preceding the Latest Practicable Date, are set out in Appendix

LETTER FROM THE BOARD

I to this circular. The Share Repurchase Mandate allows the Company to make repurchases only during the period ending on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or Memorandum of Association and Bye-laws of the Company; and (iii) the date upon which such authority given under the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Repurchase Mandate are set out in Ordinary Resolution 5(B) in the Notice of Annual General Meeting on pages 11 to 13 of this circular.

3. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87 and Appendix 14 of the Listing Rules, Mr. Anthony NG, Ms. LAU Mei Mui, May and Mr. HUI Ki On will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Biographies of the above Directors are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at RP Room, Third Floor, Royal Plaza Hotel, 193 Prince Edward Road West, Kowloon, Hong Kong on 9 May 2007 at 3:00 p.m. is set out on pages 11 to 13 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Repurchase Mandate and the re-election of Directors.

The procedure by which Shareholders may demand a poll at any general meeting of the Company is set out in Appendix III to this circular.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's principal office at No. 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not prevent the Shareholders from attending and voting at the Annual General Meeting if they so wish.

5. RECOMMENDATION

The Directors consider that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate by adding to it the aggregate number of Shares repurchased pursuant to the Share Repurchase Mandate, and the re-election of Directors to be proposed at the Annual General Meeting are in the interest of the Company and the Shareholders and so recommend all Shareholders to vote in favour of the resolutions at the Annual General Meeting. The Directors will vote all their shareholdings in favour of those resolutions at the Annual General Meeting.

By Order of the Board
Winnie J. NG
Group Managing Director

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Share Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares traded on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to certain restrictions.

2. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the issued share capital of the Company comprised 997,365,332 Shares. Subject to the passing of the ordinary resolution approving the Share Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 99,736,533 Shares.

3. REASONS FOR REPURCHASE OF SHARES

The Directors consider that the Share Repurchase Mandate is in the interest of the Company and the Shareholders as a whole and will provide the Company the flexibility to make repurchases of Shares when appropriate and beneficial to the Company. Such repurchases may, depending on the circumstances, enhance the net asset value of the Company and/or earnings per Share. The Directors intend that repurchases will only be made when they believe that a repurchase of Shares will benefit the Company and the Shareholders.

4. DIRECTORS, THEIR ASSOCIATES AND OTHER CONNECTED PERSONS

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

No other connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchase of Shares.

5. UNDERTAKING OF THE DIRECTORS

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

6. EFFECT OF THE TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Code**”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Transport International Holdings Limited (“**TIH**”) was the single largest Shareholder, and it held or beneficially owned approximately 73.0% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, TIH would hold approximately 81.1% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code. Listing Rules requires that at least 25% of the Company’s shares be held by the public. The Directors have no present intention to exercise the power to repurchase Share to extent that will reduce the amount of Shares hold by the public to less than 25%.

7. SOURCE OF FUNDS

The Company is empowered by its Memorandum of Association and Bye-laws and the laws of Bermuda to repurchase its shares. Repurchases will be funded entirely from the funds legally available for that purpose. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

As compared with the financial position of the Company as at 31 December 2006, the Directors consider that there may be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed share repurchases were to be carried out in full during the proposed repurchase period. However, the Directors propose that no repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchase has been made by the Company of its Shares on the Stock Exchange or otherwise in the six months prior to the Latest Practicable Date.

9. SHARE PRICES

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

Month	Shares	
	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
April 2006	0.77	0.71
May 2006	0.75	0.68
June 2006	0.71	0.64
July 2006	0.71	0.68
August 2006	0.71	0.68
September 2006	0.75	0.69
October 2006	0.72	0.69
November 2006	0.71	0.67
December 2006	0.71	0.67
January 2007	0.72	0.68
February 2007	0.75	0.70
March 2007	0.76	0.69
April 2007 (up to the Latest Practicable Date)	0.74	0.70

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

Anthony NG BA, MBA (Ivey)

Non-Executive Director, aged 39. Mr. Ng has been a Director of the Company since 1 April 2001. He is a director of Sundart Holdings Ltd (a leading contracting company specializing in commercial and residential interior decoration with operations in Beijing, Shanghai, Macau and Hong Kong), Harvest City Ltd (a company investing in public bus operations in Shenyang, Jilin and Dalian) and NetThruPut Inc (a Canadian leading company in web-based crude oil trading and an affiliate company of Enbridge Inc.). Mr. Ng is a member of Council to the Board of Sowers Action, a charity organization which aims at developing fundamental education in China. Mr. Ng is the brother of Ms. Winnie J. Ng, Group Managing Director of the Company. Mr. Ng holds an MBA degree from the Richard Ivey School of Business of the University of Western Ontario. Save as described above, Mr. Ng has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. Ng. He has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company and Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"). His emoluments are determined by the Board of Directors of the Company with reference to his duties, responsibilities and the prevailing market practice and his contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2006, the director's fee of Mr. Ng for acting as a Non-Executive Director of the Company was HK\$50,000. He has interest in 123,743 Shares of the Company (as a beneficiary of certain private trust which beneficially held the aforesaid shares), representing approximately 0.0% of the voting rights attaching to the issued share capital of the Company. Mr. Ng also has interest in 21,234,563 shares of Transport International Holdings Limited, the Company's holding company (233,954 shares as personal interests and 21,000,609 shares as other interests as a beneficiary of certain private trust which beneficially held the aforesaid shares). Save as disclosed above, Mr. Ng does not have any interest in Shares of the Company, its holding company and other associated corporations at the Latest Practicable Date within the meaning of Part XV of the Securities and Futures Ordinances ("**SFO**"). Save as disclosed herein, Mr. Ng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for his re-election as a Director of the Company at the forthcoming Annual General Meeting, his period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Mr. Ng that need to be brought to the attention of the Shareholders.

LAU Mei Mui, May

Non-Executive Director, age 56. Ms. Lau has been a Director of the Company since 8 March 2002. She has been with the Sun Hung Kai Properties Group since 1989 and is currently Head of Corporate Communications of the Sun Hung Kai Properties Group, responsible for all aspects of corporate promotions, publicity, corporate advertising, research projects, the group web site and customer relationship management. Ms. Lau is also managing director of the SHKP Club Limited, which administers the 250,000-member SHKP Club and a director of Sun Hung Kai Properties (China) Limited. Ms. Lau has extensive experience in corporate promotion, having previously worked for the Hong Kong Tourism Board both in London and Hong Kong, the Mass Transit Railway Corporation, Chinese Manufacturers' Association of Hong Kong and a number of property and hotel companies. Save as described above, Ms. Lau has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Ms. Lau. She has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company and Appendix 14 of the Listing Rules. Her emoluments are determined by the Board of Directors of the Company with reference to her duties, responsibilities and the prevailing market practice and her contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2006, the director's fee of Ms. Lau for acting as a Non-Executive Director of the Company was HK\$50,000. Ms. Lau does not have any interest in Shares of the Company, its holding company and other associated corporations at the Latest Practicable Date within the meaning of Part XV of the SFO. Ms. Lau does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for her re-election as a Director of the Company at the forthcoming Annual General Meeting, her period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Ms. Lau that need to be brought to the attention of the Shareholders.

HUI Ki On *GBS, CBE, QPM, CPM*

Independent Non-Executive Director, aged 63. Mr. Hui has been a Director of the Company since 1 April 2001. He was previously Commissioner of Police in Hong Kong from 1994 to January 2001. Mr. Hui has served with the Police Force since 1963. During his police career, Mr. Hui had been awarded the Baton of Honor, the Commissioner's Commendation, the Colonial Police Medal for Meritorious Service, the Queen's Police Medal, the Colonial and HKSAR Police Long Service Medals and the CBE. In 2001, he was awarded the Gold Bauhinia Gold Star Medal by the Hong Kong Special Administrative Region Government. Mr. Hui is also a member of the Scout Association of Hong Kong and is currently the Assistant Chief Commissioner (International and Liaison) of the Association. He is the Vice-Chairman of The Hong Kong Football Association Ltd, the Group Director, General Affairs of K. Wah Group and the Acting Managing Director of K. Wah International Holdings Limited. Save as described above, Mr. Hui has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. Hui. He has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company and Appendix 14 of the Listing Rules. His emoluments are determined by the Board of Directors of the Company with reference to his duties, responsibilities and the prevailing market practice and his contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2006, the director's fee of Mr. Hui for acting as (i) an Independent Non-Executive Director of the Company was HK\$50,000, (ii) the member of the Audit Committee of the Company was HK\$20,000, (iii) the member of the Remuneration Committee of the Company was HK\$5,000, and (iv) the member of the Nomination Committee of the Company was HK\$5,000. Mr. Hui does not have any interest in Shares of the Company, its holding company and other associated corporations at the Latest Practicable Date within the meaning of Part XV of the SFO. Mr. Hui does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for his re-election as a Director of the Company at the forthcoming Annual General Meeting, his period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Mr. Hui that need to be brought to the attention of the Shareholders.

Pursuant to Bye-law 66 of the Bye-laws of the Company:

A resolution put to vote at a general meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members of the Company having the right to vote at the meeting; or
- (d) by a member or members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all members of the Company having the right to vote at such meeting.

A demand by a person as proxy for a member of the Company or in the case of a member of the Company being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member of the Company.



ROADSHOW HOLDINGS LIMITED
路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of RoadShow Holdings Limited (the “**Company**”) will be held at RP Room, Third Floor, Royal Plaza Hotel, 193 Prince Edward Road West, Kowloon, Hong Kong on 9 May 2007 at 3:00 p.m. to transact the following business:

1. to receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006;
2. to declare a final dividend;
3. to re-elect retiring directors and to fix directors’ remuneration;
4. to re-appoint auditors and to authorise the Directors to fix their remuneration; and
5. as special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (A) (i) subject to paragraph A(iii) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional 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;
- (ii) the approval in paragraph A(i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph A(i) of this Resolution, otherwise than pursuant to:
- (a) a Rights Issue (as hereinafter defined); or
 - (b) an issue of shares of the Company upon the exercise of the subscription rights under any option scheme or similar arrangement for the time

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or

- (c) any scrip dividend scheme or similar arrangement providing for issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws of the Company;

shall not exceed 20 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (iv) for the purposes of this paragraph (A):

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; or
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems 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 applicable to the Company);

- (B) (i) subject to paragraph B(ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal value of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph B(i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph B(i) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) for the purposes of this paragraph (B):

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; or
 - (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting;
- (C) the general unconditional mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to paragraph (A) of this Resolution be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the general unconditional mandate to repurchase shares referred in paragraph (B) of this Resolution provided that such extended amount shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution.”

By Order of the Board
Man Miu Sheung
Company Secretary

Hong Kong, 16 April 2007

Notes:

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be lodged with the Company’s principal office at No. 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.
- (3) The register of members of the Company will be closed from 2 May 2007 to 9 May 2007, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on 30 April 2007.
- (4) Regarding Resolution 3 above, Mr. Anthony NG, Ms. LAU Mei Mui, May and Mr. HUI Ki On will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Biographies of these Directors are set out in Appendix II to the circular dated 16 April 2007.
- (5) Regarding Resolution 5 above, the Directors wish to state that they have no immediate plans to repurchase any existing shares of the Company or issue any new shares pursuant to the relevant mandate.