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

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

**If you have sold or transferred** all your shares in VARITRONIX INTERNATIONAL LIMITED, you should at once hand this circular and the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**VARITRONIX**

**VARITRONIX INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 710)**

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

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A notice convening the AGM of the Company to be held at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 3 June 2014 at 10:00 a.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

Hong Kong, 23 April 2014

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 3 June 2014 at 10:00 a.m., notice of which is set out on pages 13 to 16 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“CG Code”	the Corporate Governance Code in Appendix 14 of the Listing Rules
“Company”	Varitronix International Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	10 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Proposal”	the proposal to give a general mandate to the Board to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in item 6 of the notice of the AGM

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## DEFINITIONS

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“Share(s)”	share(s) of HK\$0.25 each in the share capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	Percentage

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## LETTER FROM THE BOARD

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**VARITRONIX**

# **VARITRONIX INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 710)**

**Directors:**

*Executive Directors:*

Mr. Ko Chun Shun, Johnson (*Chairman*)

Mr. Tsoi Tong Hoo, Tony

Mr. Yuen Kin

Mr. Ho Te Hwai, Cecil

*Independent Non-executive Directors:*

Dr. Lo Wing Yan, William *J.P.*

Mr. Chau Shing Yim, David

Mr. Hou Ziqiang

**Registered Office:**

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**Head Office and Principal**

**Place of Business:**

Units A – F, 35/F

Legend Tower

No. 7 Shing Yip Street

Kwun Tong

Kowloon

Hong Kong

23 April 2014

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposed general mandates to allot, issue, deal with and repurchase Shares and to seek your approval of the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### **2. GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 3 June 2013, a general mandate was granted to the Board to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. The Board proposes to seek your approval of the Repurchase Resolution as set out in resolution no. 6 in the notice of the AGM to give a fresh mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing of the resolution. This general mandate will continue in force during the period from the passing of the Repurchase Resolution until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held or until these general mandates are revoked or varied by ordinary resolutions of the Shareholders in general meeting, whichever is the earlier. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular. The Board believes that such mandate will give flexibility to the Board to repurchase Shares when it is in the best interest of the Company.

### **3. GENERAL MANDATE TO ISSUE NEW SHARES**

At the annual general meeting of the Company held on 3 June 2013, a general mandate was granted to the Board to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. The Board proposes to seek your approval of the resolutions as set out in resolution no. 7 and 8 in the notice of the AGM to give a fresh mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution, and adding to such general mandate so granted to the Board any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution. This general mandate will continue in force during the period from the passing of the Repurchase Resolution until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held or until these general mandates are revoked or varied by ordinary resolutions of the Shareholders in general meeting, whichever is the earlier. The Board believes that such mandate will give flexibility to the Board to allot, issue and deal with Shares when it is in the best interest of the Company.

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## LETTER FROM THE BOARD

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### 4. AGM

On pages 13 to 16 of this circular, you will find a notice convening the AGM at which the following resolutions will be proposed:

- an ordinary resolution to grant to the Board a general mandate to exercise all powers of the Company to repurchase Shares representing up to 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution;
- an ordinary resolution to grant to the Board a general mandate to exercise all powers of the Company to issue, allot and deal with Shares representing up to 20% of the issued share capital of the Company as at the date of the passing of such resolution; and
- an ordinary resolution to extend the general mandate which will be granted to the Board to issue, allot and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate.

Pursuant to Rule 13.39(4) of the Listing Rules and the Bye-laws, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM and is required to abstain from voting on the resolutions to be proposed at the AGM.

### 5. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 99 of the Bye-laws, Mr. Tsoi Tong Hoo, Tony, Mr. Ho Te Hwai, Cecil and Dr. Lo Wing Yan, William will retire by rotation at the AGM. All the above-mentioned retiring Directors, being eligible, will offer themselves for re-election. Information of the retiring Directors proposed for re-election as required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

Dr. Lo Wing Yan, William has been appointed as Independent Non-executive Director for more than nine years since July 2004. Pursuant to Code A.4.3 of the CG Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

The Company has received from Dr. Lo Wing Yan, William a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Dr. Lo Wing Yan, William has not engaged in any executive management of the Group. Taking into consideration of his

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## LETTER FROM THE BOARD

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independent scope of works in the past years, the Directors consider Dr. Lo Wing Yan, William to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Dr. Lo Wing Yan, William shall be subject to retirement rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

### 6. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the proxy form and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish.

### 7. RECOMMENDATION

The Board considers that all the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders as a whole and, accordingly the Board is pleased to recommend all Shareholders to vote for all the resolutions, including the resolution relating (1) the re-election of the Directors; (2) the grant a general mandate to repurchase Shares; (3) the grant a general mandate to issue new Shares; and (4) the extension of the general mandate to issue new Shares at the AGM.

### 8. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By Order of the Board  
**Ko Chun Shun, Johnson**  
*Chairman*



This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Proposal.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 326,685,204 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 32,668,520 Shares.

## **2. REASONS FOR REPURCHASE**

The Board believes that the Repurchase Proposal is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Board believes that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association of the Company, the Bye-laws, the Listing Rules and the applicable laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2013 in the event that the Repurchase Proposal was to be exercised in full at any time during the proposed repurchase period. However, the Board does not propose to exercise the Repurchase Proposal 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 Board is from time to time appropriate for the Company.

#### 4. SHARE PRICES

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
April	5.690	4.470
May	7.100	5.410
June	6.100	4.590
July	5.600	4.660
August	7.100	4.820
September	7.600	6.600
October	7.350	6.590
November	8.320	6.870
December	8.540	7.710
<b>2014</b>		
January	8.710	7.720
February	8.900	7.800
March	9.170	7.780
April, up to the Latest Practicable Date	8.810	8.510

#### 5. GENERAL

The Board has undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company if the Repurchase Proposal is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Resolution, 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 Rule 32 of the Takeovers Code. As a result, 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the Securities and Futures Ordinance, were as follows:

<b>Name of Shareholder</b>	<b>Number of shares beneficially held</b>	<b>Current percentage interest in the issued share capital of the Company</b>	<b>Percentage interest in the issued share capital of the Company in the event the Repurchase Proposal is exercised in full</b>
Mr. Ko Chun Shun, Johnson	54,651,000	16.73%	18.59%

In the event the Board exercises in full the power to repurchase Shares pursuant to the Repurchase Resolution, then (if the present shareholdings remain the same), the interests of the above shareholder would be increased to approximately the respective percentage shown in the last column above. The Board is not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. In the event the power to repurchase shares pursuant to the Repurchase Resolution is exercised in full, the number of Shares held by the public would not fall below 25%.

#### **6. SHARE REPURCHASES MADE BY THE COMPANY**

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

The followings are the particulars of the retiring Directors proposed to be re-elected at the AGM to be held on Tuesday, 3 June 2014:

1. Mr. Tsoi Tong Hoo, Tony, aged 49, was appointed as the Chief Executive Officer and an Executive Director of the Company in March 2005. Mr. Tsoi is a director of various subsidiaries of the Group. Mr. Tsoi graduated from the University of Western Ontario, Canada with an Honours degree in Business Administration in 1986. He was selected as one of the “Hong Kong Young Industrialists” by The Federation of Hong Kong Industries in 2010. Mr. Tsoi is an Executive Director of Reorient Group Limited (“Reorient”) (Stock code: 376) and an Independent Non-executive Director of Fairwood Holdings Limited (Stock code: 52). He retired as a Non-executive Director of Zhidao International (Holdings) Limited (Stock code: 1220) in August 2013 and resigned as a Non-executive Director of China WindPower Group Limited (Stock code: 182) in January 2014. The above companies are listed on the Stock Exchange. Mr. Tsoi is the deputy chairman of the supervisory board of Data Modul AG, which is listed on the Frankfurt Stock Exchange. Save as disclosed above, Mr. Tsoi did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Ko Chun Shun, Johnson, the Director of the Company, and Mr. Tsoi are directors of Reorient. Save as disclosed above, Mr. Tsoi does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. Tsoi has a service contract with the Company and such service contract will continue unless and until terminated by either party serving not less than three months’ notice in writing. For the year ended 31 December 2013, Mr. Tsoi is entitled to an annual remuneration of HK\$5,200,000 with bonus of HK\$5,000,000 (subject to yearly adjustment as determined by the remuneration committee from time to time). The remuneration is payable on a monthly basis and a discretionary bonus and/or employee share options as determined by the remuneration committee with reference to the performance and profitability of the Group.

As at the Latest Practicable Date, other than Mr. Tsoi has share options to subscribe for 4,900,000 Shares, he does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning Mr. Tsoi that need to be brought to the attention of the Shareholders. In addition, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

2. Mr. Ho Te Hwai, Cecil, aged 53, was appointed as an Executive Director and the Company Secretary of the Company in March 2005. He is a director of various subsidiaries of the Group and is also the Qualified Accountant for the Group. Mr. Ho was appointed as a chief financial officer of Reorient Group Limited (Stock code: 376), which is listed on the Stock Exchange, in 2011. Mr. Ho holds a Bachelor of Commerce degree from the University of British Columbia, Canada. He is a member of the Institute of Chartered Accountants of Canada and the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Ho did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Ho does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. Ho has a service contract with the Company and such service contract will continue unless and until terminated by either party serving not less than three months' notice in writing. For the year ended 31 December 2013, Mr. Ho is entitled to an annual remuneration of HK\$540,000 with bonus of HK\$300,000 (subject to yearly adjustment as determined by the remuneration committee from time to time). The remuneration is payable on a monthly basis and a discretionary bonus and/or employee share options as determined by the remuneration committee with reference to the performance and profitability of the Group.

As at the Latest Practicable Date, other than Mr. Ho has share options to subscribe for 4,200,000 Shares, he does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning Mr. Ho that need to be brought to the attention of the Shareholders. In addition, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

3. William Lo Wing Yan, aged 53, was appointed as an Independent Non-executive Director of the Company in July 2004. He is the Chairman of the Remuneration Committee, the Audit Committee and the Nomination Committee of the Company. Dr. Lo holds a Master's degree in Molecular Pharmacology and a Doctorate in Genetic Engineering, both of which are obtained from the University of Cambridge in England. Dr. Lo is currently the Vice Chairman of South China Media Group. Dr. Lo was also a Bye-Fellow of Downing College, the University of Cambridge. In 1999, he was appointed as a Justice of Peace (J.P) by the government of Hong Kong. In 2003, he was appointed as a Member of Shantou Committee of the Chinese People's Political Consultative Conference. Dr. Lo is a governor of an independent school in Hong Kong, the ISF Academy, as well as the Chairman of Junior Achievement Hong Kong. Dr. Lo is currently an Independent Non-executive Director Nam Tai Electronics, Inc., which is listed on the New York Stock Exchange, SITC International Holdings Company Limited (Stock code: 1308), International Housewares Retail Company Limited (Stock code: 1373) and Jingrui Holdings Limited (Stock code: 1862), which are listed on the Stock Exchange, and Westminster Travel Limited, which is listed on the Singapore Stock Exchange. He is also a Non-executive Director of South China Land Limited (Stock code: 8155), which is listed on the Stock Exchange. He retired as an Independent Non-executive Director of LZYE Group plc, which is listed on the London Stock Exchange, in November 2013. Save as disclosed above, Dr. Lo did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Dr. Lo does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

There is no service contract between the Company and Dr. Lo. He has been appointed for a fixed term expiring on 31 December 2014, subject to the requirements of the Bye-laws relating to the rotation and re-election of Directors and he will be entitled to a director's fee which will be determined by the remuneration committee, with reference to his duties, responsibilities and the prevailing market practice and his contribution in the Company, under the authority granted by Shareholders at the annual general meeting of the Company. For the year ended 31 December 2013, Dr. Lo received a director's fee of HK\$200,000.

As at the Latest Practicable Date, other than Dr. Lo has share options to subscribe for 240,000 Shares, he does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning Dr. Lo that need to be brought to the attention of the Shareholders. In addition, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF AGM

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### VARITRONIX VARITRONIX INTERNATIONAL LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 710)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Varitronix International Limited (the “Company”) will be held at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 3 June 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Tsoi Tong Hoo, Tony; and
  - (ii) Mr. Ho Te Hwai, Cecil;
- (b) To authorise the remuneration committee of the Company to fix their remuneration.
4. To re-elect Dr. Lo Wing Yan, William (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company and to authorise the remuneration committee of the Company to fix his remuneration.
5. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTIONS**

6. **“THAT:**
  - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.25 each in the capital of the

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## NOTICE OF AGM

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Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong 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;

- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount 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
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

7. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in



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## NOTICE OF AGM

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paragraph (a) of this resolution, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) 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 expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

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

8. “**THAT** subject to the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares pursuant to the resolution set out in item 7 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in item 6 of the notice convening this meeting (the “Repurchase Resolution”) provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution.”

By Order of the Board  
**Ho Te Hwai, Cecil**  
*Secretary*

Hong Kong, 23 April 2014

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## NOTICE OF AGM

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*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited (“Computershare”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the appointed time for holding the meeting or any adjourned meeting.
3. The register of members of the Company will be closed from Tuesday, 27 May 2014 to Tuesday, 3 June 2014 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM (the “2014 AGM”), all transfers of shares accompanied by the relevant share certificates must be lodged with Computershare, of Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2014.

Subject to the shareholders approving the recommended final dividend at the 2014 AGM of the Company, such dividend will be payable on or around Wednesday, 9 July 2014 to shareholders whose names appear on the register of members of the Company on Friday, 13 June 2014. To determine eligibility for the final dividend, the register of members of the Company will be closed from Monday, 9 June 2014 to Friday, 13 June 2014 (both days inclusive), during which period no shares can be registered. In order to qualify for the aforementioned final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with Computershare, of Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 6 June 2014.