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

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

**If you have sold or transferred** all your shares in North Asia Strategic Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**North Asia Strategic Holdings Limited**  
**北亞策略控股有限公司**\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8080)**

- (i) PROPOSED CAPITAL REORGANISATION;**  
**(ii) PROPOSED CHANGE IN BOARD LOT SIZE;**  
**(iii) PROPOSED PAYMENT OF SPECIAL DIVIDEND;**  
**AND**  
**(iv) NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting (the “SGM”) of North Asia Strategic Holdings Limited (the “Company”) to be held at Pacific Room, 2nd Floor, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on Friday, 14th September 2012 at 10:30 a.m. is set out in this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event no less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof and in such event the form of proxy will be deemed to be revoked.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at [www.nasholdings.com](http://www.nasholdings.com).*

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## EXPECTED TIMETABLE

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The expected timetable for the Capital Reorganisation is set out below:

**2012**

Latest time for lodging form of proxy

in respect of the SGM . . . . . 10:30 a.m. on Wednesday, 12 September

SGM . . . . . 10:30 a.m. on Friday, 14 September

Announcement of the poll results of the SGM . . . . . Friday, 14 September

Effective date of the Capital Reorganisation . . . . . Monday, 17 September

Dealing in the New Shares commences . . . . . 9:00 a.m. on Monday, 17 September

Original counter for trading in the Shares

in board lot of 2,000 Shares (in the form of  
existing share certificates) temporarily closes . . . . . 9:00 a.m. on Monday, 17 September

Temporary counter for trading in the New Shares

in board lot of 200 New Shares (in the form of  
existing share certificates) opens . . . . . 9:00 a.m. on Monday, 17 September

First day of free exchange of

existing share certificates for the existing Shares  
for new share certificates for the New Shares . . . . . Monday, 17 September

Original counter for trading in the New Shares

in board lot of 8,000 New Shares (in the form of  
new share certificates for the New Shares)  
re-opens . . . . . 9:00 a.m. on Wednesday, 3 October

Parallel trading in the New Shares in the form of

new share certificates and existing share certificates  
commences . . . . . 9:00 a.m. on Wednesday, 3 October

Designated broker starts to stand in the market

to provide matching services for odd lots  
of the New Shares . . . . . 9:00 a.m. on Wednesday, 3 October

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## EXPECTED TIMETABLE

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Parallel trading in the New Shares

in the form of new share certificates

and existing share certificates ends . . . . . 4:00 p.m. on Wednesday, 24 October

Temporary counter for trading in the New Shares

in board lot of 200 New Shares (in the form of

existing share certificates) closes . . . . . 4:00 p.m. on Wednesday, 24 October

Designated broker ceases to stand in the market

to provide matching services for odd lots of

the New Shares . . . . . 4:00 p.m. on Wednesday, 24 October

Last day of free exchange of existing share certificates

for the existing Shares for new share certificates

of the New Shares . . . . . Friday, 26 October

All time and dates specified in this circular refer to Hong Kong local time and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. If there are any changes to the expected timetable, the Company will publish an announcement to notify the Shareholders as and when appropriate.

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## DEFINITIONS

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Unless the context requires otherwise, the following expressions shall have the following meanings in this Circular:

“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Capital Reduction”	the proposed reduction of the issued share capital whereby the par value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01 by cancelling HK\$0.09 of the paid-up capital on each issued Consolidated Share and to round down the total number of Consolidated Shares to a whole number by eliminating any fraction of a Consolidated Share in the issued share capital of the Company following the Share Consolidation
“Capital Reorganisation”	the proposed reorganisation of the capital of the Company involving the Share Consolidation, the Capital Reduction and the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 2,000 Shares to 8,000 New Shares after the Capital Reorganisation becoming effective
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time
“Company”	North Asia Strategic Holdings Limited, a limited liability company incorporated in Bermuda, the issued Shares of which are listed on GEM (stock code: 8080)
“Consolidated Share(s)”	the ordinary share(s) of HK\$0.10 each in the capital of the Company immediately after the Share Consolidation and prior to the Capital Reduction

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## DEFINITIONS

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“CPS”	convertible preference shares with par value of HK\$0.01 each in the capital of the Company
“Director(s)”	director(s) of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	14 August 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“New Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company upon the Capital Reorganisation becoming effective
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve the Capital Reorganisation and the proposed payment of a special dividend
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company prior to the Capital Reorganisation becoming effective
“Share Consolidation”	the proposed consolidation of every 10 Shares of HK\$0.01 each into 1 Consolidated Share of HK\$0.10 in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) or the New Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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# North Asia Strategic Holdings Limited 北亞策略控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 8080)

### Board of Directors:

*Executive Director*

Yu Wang Tak (*Chairman*)

*Non-executive Directors*

James Tsiolis (*Deputy Chairman*)

Jason Matthew Brown

*(Enoch Yi-Nong Wu as Alternate Director)*

Göran Sture Malm

Takeshi Kadota

*Independent Non-executive Directors*

Philip Ma King Huen

Kenny Tam King Ching

George Forrai

### Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

### Principal Place of Business:

Unit 1-5, 16th Floor, Futura Plaza

111-113 How Ming Street, Kwun Tong

Kowloon, Hong Kong

16 August 2012

*To the Shareholders,*

Dear Sir or Madam,

**(i) PROPOSED CAPITAL REORGANISATION;  
(ii) PROPOSED CHANGE IN BOARD LOT SIZE;  
(iii) PROPOSED PAYMENT OF SPECIAL DIVIDEND;  
AND  
(iv) NOTICE OF SPECIAL GENERAL MEETING**

### INTRODUCTION

On 13 July 2012, the Company announced that the Board proposed to put forward to the Shareholders the proposal for the Capital Reorganisation which would involve the Share Consolidation, the Capital Reduction and the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company. The Board also proposed to change the board lot size of the shares of the Company for trading on the Stock Exchange to 8,000 New Shares upon the Capital Reorganisation becoming effective.

\* *For identification purpose only*



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## LETTER FROM THE BOARD

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On 9 August 2012, the Company announced that the Board has resolved to recommend to the Shareholders the payment of a special dividend of HK2 cents per Share, amounting to approximately HK\$269,188,000 in aggregate.

The purpose of this circular is to provide you with further information on the Capital Reorganisation, the Change in Board Lot Size and the proposed payment of special dividend and to give you the notice of SGM at which resolutions will be proposed to consider and, if thought fit, approve the Capital Reorganisation and the proposed payment of the special dividend.

### **PROPOSED CAPITAL REORGANISATION**

The Capital Reorganisation will involve:

- (i) the Share Consolidation, whereby every 10 issued Shares of HK\$0.01 each will be consolidated into 1 Consolidated Share of HK\$0.10;
- (ii) the Capital Reduction, whereby the par value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01 by cancelling HK\$0.09 of the paid-up capital on each issued Consolidated Share and to round down the total number of Consolidated Shares to a whole number by eliminating any fraction of a Consolidated Share in the issued share capital of the Company following the Share Consolidation; and
- (iii) the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company such that the Company may apply such surplus in any manner as they consider appropriate subject to compliance with the Companies Act.

### **Effect of the Capital Reorganisation**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$700,000,000 divided into 40,000,000,000 Shares of HK\$0.01 each and 30,000,000,000 CPS of HK\$0.01 each, of which 13,459,389,487 Shares were issued and credited as fully paid. Upon the Capital Reorganisation becoming effective and assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the effective date of the Capital Reorganisation, the issued share capital of the Company will become HK\$13,459,389.48 divided into 1,345,938,948 New Shares of HK\$0.01 each but the authorised share capital of the Company will remain unchanged.

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## LETTER FROM THE BOARD

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Based on the 13,459,389,487 Shares in issue as at the Latest Practicable Date, a credit of approximately HK\$121.1 million will arise as a result of the Capital Reduction which will be credited to the contributed surplus account of the Company such that the Company may apply such surplus in any manner as they consider appropriate subject to compliance with the Companies Act including, but not limited to, setting off against accumulated losses of the Company from time to time.

The New Shares will rank *pari passu* in all respects with each other.

Any fractional New Shares to which an individual Shareholder is entitled will not be issued to the Shareholder but will be aggregated, sold and retained for the benefit of the Company.

Other than the relevant expenses incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operation, management or financial position of the Group or the interests of the Company and the Shareholders as a whole, save for any fractional Consolidated Shares (if any) to which the Shareholders would otherwise be entitled.

A summary of the effect of the Capital Reorganisation (assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the effective date of the Capital Reorganisation) is set out as follows:

	<b>As at the Latest Practicable Date</b>	<b>Immediately after the Capital Reorganisation becoming effective</b>
Par value per share	HK\$0.01 per Share/CPS	HK\$0.01 per New Share/CPS
Number of authorised shares		
— Ordinary shares	40,000,000,000 Shares	40,000,000,000 New Shares
— CPS	30,000,000,000 CPS	30,000,000,000 CPS
Authorised share capital	HK\$700,000,000	HK\$700,000,000
Number of shares in issue		
— Ordinary shares	13,459,389,487 Shares	1,345,938,948 New Shares
— CPS	Nil	Nil
Issued share capital	HK\$134,593,894.87	HK\$13,459,389.48
Board lot size	2,000 Shares	8,000 New Shares

Save for the above Shares, the Company does not have any warrants, options or convertible securities in issue as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### Conditions

The Capital Reorganisation is conditional upon:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation;
- (ii) compliance with the relevant procedures and requirements under the Companies Act to effect the Capital Reorganisation;
- (iii) the Stock Exchange granting the listing of, and permission to deal in, the New Shares; and
- (iv) the obtaining of all necessary approvals from the regulated authorities or otherwise as may be required in respect of the Capital Reorganisation.

Assuming all of the conditions above are fulfilled, it is expected that the Capital Reorganisation will become effective on the business day immediately following the date of passing of the special resolution approving the Capital Reorganisation at the SGM.

### REASONS FOR THE CAPITAL REORGANISATION

The closing Share price as at the Latest Practicable Date was HK\$0.038 per Share, which is not significantly higher than the existing par value of HK\$0.01 per Share. Immediately upon the Capital Reorganisation taking effect, the share price of the New Shares would be adjusted accordingly to reflect the effect of the Share Consolidation which will be much higher than the par value per New Share of HK\$0.01. The Directors consider that (i) the Capital Reorganisation will give greater flexibility to the Company to raise funds through the issue of New Shares in the future since the Company is not permitted to issue new shares below their par value under the laws of Bermuda and its Bye-Laws; (ii) the Share Consolidation will reduce the transaction costs for dealing in the Shares of the Company, including those fees which are charged with reference to the number of board lots; and (iii) the elimination of the Company's accumulated loss will allow greater flexibility for the Company to pay dividend in the future (as the Directors think fit) when there is distributable profit. Accordingly, the Directors are of the view that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole. As at the Latest Practicable Date, the Company did not have any intention/plan and has not contemplated any discussions/negotiations or entered into any agreement/memorandum of understanding to conduct fund raising activities for the Company.

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## LETTER FROM THE BOARD

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### **CHANGE IN BOARD LOT SIZE**

The Shares are currently trading in board lot size of 2,000 Shares. The Board proposes to change the board lot size of the New Shares for trading on the Stock Exchange to 8,000 New Shares upon the Capital Reorganisation becoming effective. Based on the closing price of HK\$0.038 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the estimated market value per board lot of the New Shares will be HK\$3,040 assuming the Capital Reorganisation becoming effective.

### **OTHER ARRANGEMENTS**

#### **Application for listing**

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the New Shares.

No part of the share capital of the Company is listed or dealt in on any other stock exchanges and no such listing or permission to deal is being or is proposed to be sought.

#### **CCASS eligibility**

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements will be made for the New Shares to be admitted into the CCASS established and operated by HKSCC.

#### **Free exchange of share certificates for the New Shares and trading arrangements**

Subject to the Capital Reorganisation becoming effective, the Shareholders may, during the period from Monday, 17 September 2012 to Friday, 26 October 2012, submit their existing share certificates for the Shares (in green colour) held by them to the Company's branch share registrar 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, in exchange for new share certificates for the New Shares (in yellow colour) at the

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## LETTER FROM THE BOARD

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expense of the Company. Thereafter, share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each share certificate for the New Shares issued or each share certificate for the Shares submitted for cancellation, whichever the number of certificates involved is higher.

Share certificates for the Shares will continue to be good evidence of legal title on the basis of every 10 Shares for 1 New Share and may be exchanged for share certificates of the New Shares at any time. Nevertheless, they will not be acceptable for delivery, trading, settlement and registration purposes after the Capital Reorganisation becomes effective (except in a temporary counter after the commencement of dealings in the New Shares until parallel trading ends as detailed in the expected timetable in this circular).

### **Arrangement for matching services for odd lots**

In order to alleviate the difficulties arising from the existence of odd lots of the New Shares as a result of the Capital Reorganisation and the Change in Board Lot Size, the Company has appointed Celestial Securities Limited as an agent to provide matching services to Shareholders on a best effort basis. Holders of odd lots of the New Shares who wish to take advantage of this trading facility either to dispose of their odd lots or to top up their odd lots to a full board lot of the New Shares should contact Ms. Amy Ng of Celestial Securities Limited at 9/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong at telephone number 2587 5264 during office hours from Wednesday, 3 October 2012 to Wednesday, 24 October 2012, both dates inclusive.

**Holders of the New Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the New Shares will not be guaranteed. Shareholders are advised to consult their professional advisers if they are in doubt about the above facility.**

### **PROPOSED PAYMENT OF A SPECIAL DIVIDEND**

The Board resolved on 9 August 2012 to recommend to the Shareholders the payment of a special dividend of HK2 cents per Share, amounting to approximately HK\$269,188,000 in aggregate. The payment of the proposed special dividend, which is subject to approval by the Shareholders at the SGM, is to be payable on or about Tuesday, 9 October 2012 to the Shareholders whose names appear on the register of members of the Company on 27 September 2012.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Monday, 24 September 2012 to Thursday, 27 September 2012, both days inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed special dividend. In order to qualify for the proposed special dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 21 September 2012.

Subject to the Capital Reorganisation becoming effective and approval by the Shareholders of the proposed payment of the special dividend, the special dividend of HK2 cents per Share shall be equivalent to HK20 cents per New Share.

### **GENERAL**

A notice of the SGM is set out on page 11 of this circular. At the SGM, a special resolution will be proposed to approve the Capital Reorganisation and an ordinary resolution will also be proposed to approve the proposed payment of a special dividend. As none of the Shareholders or their associates (as defined in the GEM Listing Rules) would have any material interest in the Capital Reorganisation or the proposed payment of a special dividend which is different from that of the other Shareholders, no Shareholder would be required to abstain from voting at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy to the branch share registrar 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 no less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof and in such event the form of proxy will be deemed to be revoked.

### **RECOMMENDATION**

The Directors consider that the proposal for the Capital Reorganisation and the proposed payment of a special dividend are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions at the SGM to approve the Capital Reorganisation and the proposed payment of a special dividend.

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## LETTER FROM THE BOARD

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### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or substantial Shareholders or any of their respective associates has engaged in any business or has any interest that competes or may compete with the business of the Group or has any other conflict of interest with the Group.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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

### WARNING

**Shareholders and potential investors should be aware and take note that the Capital Reorganisation is conditional upon satisfaction of the conditions precedent and therefore may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully,  
On behalf of the Board  
**Yu Wang Tak**  
*Chairman and Executive Director*

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## NOTICE OF SPECIAL GENERAL MEETING

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# North Asia Strategic Holdings Limited

## 北亞策略控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 8080)

**NOTICE IS HEREBY GIVEN THAT** the special general meeting of North Asia Strategic Holdings Limited (the “Company”) will be held at Pacific Room, 2nd Floor, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on Friday, 14th September 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

### SPECIAL RESOLUTION

1. **“THAT**, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) granting or agreeing to grant the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below); and (ii) the compliance by the Company with the relevant legal procedures and requirements under the Companies Act 1981 of Bermuda (as amended) and the bye-laws of the Company (**“Bye-Laws”**) to effect the Capital Reorganisation (as defined below), with effect from the business day (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange) immediately following the date of the passing of this resolution:
  - (a) every ten (10) issued ordinary shares of HK\$0.01 each in the share capital of the Company (**“Shares”**) be consolidated (**“Share Consolidation”**) into one (1) consolidated ordinary share of HK\$0.10 (**“Consolidated Share”**);
  - (b) the par value of each issued Consolidated Share be reduced from HK\$0.10 to HK\$0.01 (the **“New Shares”**) by cancelling HK\$0.09 of the paid-up capital on each issued Consolidated Share and the total number of Consolidated Shares be rounded down to a whole number by eliminating any fraction of a Consolidated Share in the issued share capital of the Company following the Share Consolidation (the **“Capital Reduction”**, together with the Share Consolidation, the **“Capital Reorganisation”**);
  - (c) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company (**“Contributed Surplus Account”**);

\* For identification purpose only



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## NOTICE OF SPECIAL GENERAL MEETING

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- (d) the directors of the Company (“**Directors**”) be authorised to apply the amount standing to the credit of the Contributed Surplus Account in any manner as may be permitted by all applicable laws and the Bye-Laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time without further authorisation from the shareholders of the Company; and
- (e) the Directors be authorised to do all such acts and things and execute all such documents on behalf of the Company in accordance with the Bye-laws, including under seal where necessary, as they may consider necessary or expedient to give effect to the Capital Reorganisation and to aggregate all fractional Consolidated Shares and/or New Shares and sell them for the benefit of the Company.”

### ORDINARY RESOLUTION

2. “**THAT** a special dividend of HK2 cents per issued ordinary share of HK\$0.01 each in the share capital of the Company be paid out of the contributed surplus account of the Company to the shareholders of the Company whose names appear on the Company’s register of members on 27 September 2012 (equivalent to HK20 cents per share if the Capital Reorganisation takes effect before 27 September 2012).”

By Order of the Board  
**Lam Yee Fan**  
*Company Secretary*

Hong Kong, 16 August 2012

*Principal place of business:*  
Unit 1-5, 16th Floor, Futura Plaza  
111-113 How Ming Street, Kwun Tong  
Kowloon, Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
2. In order to be valid, the completed form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting (as the case may be). The completion and depositing of the form of proxy will not preclude the member from attending the meeting and voting in person and in such event the form of proxy will be deemed to have been revoked.