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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 999)**

**PROPOSED RE-ELECTION OF DIRECTORS  
PROPOSED GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of I.T Limited to be held at 17/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on Tuesday, 25 June 2013 at 11:00 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you do not propose to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it 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 but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

24 May 2013

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## DEFINITIONS

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

“2013 Annual General Meeting”	the annual general meeting of the Company to be held at 17/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on Tuesday, 25 June 2013 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time;
“Company”	I.T Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	20 May 2013 being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice”	the notice of the 2013 Annual General Meeting set out on pages 13 to 17 of this circular;
“Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	registered holder(s) of Share(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission of Hong Kong.

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## LETTER FROM THE BOARD

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*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 999)**

*Executive Directors:*

Sham Kar Wai  
Sham Kin Wai

*Independent Non-executive Directors:*

Francis Goutenmacher  
Wong Tin Yau, Kelvin  
Mak Wing Sum, Alvin

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business:*

31/F., Tower A  
Southmark  
11 Yip Hing Street  
Wong Chuk Hang  
Hong Kong

24 May 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
PROPOSED GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2013 Annual General Meeting for (i) re-election of Directors retiring at the 2013 Annual General Meeting; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Mr. Sham Kin Wai and Mr. Francis Goutenmacher, will retire by rotation at the 2013 Annual General Meeting pursuant to Bye-law 87 and being eligible, will offer themselves for re-election at the 2013 Annual General Meeting.

Brief biographical details of the retiring Directors is set out in Appendix I of this circular.

### 3. BUYBACK AND ISSUANCE MANDATES

Ordinary resolutions will be proposed at the 2013 Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution (the “Buyback Mandate”);
- (b) to allot, issue and deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2013 Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the Notice. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix II to this circular.

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## **LETTER FROM THE BOARD**

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### **4. 2013 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The Notice is set out on pages 13 to 17 of this circular. At the 2013 Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of Director, the granting of the Buyback Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

A form of proxy for use at the 2013 Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Company ([www.ithk.com](http://www.ithk.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Registrar, not less than 48 hours before the time appointed for holding the 2013 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2013 Annual General Meeting if you so wish.

### **5. VOTING AT THE 2013 ANNUAL GENERAL MEETING**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at the general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administration matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice will be put to the vote by way of a poll pursuant to Bye-law 66 of the Bye-laws.

### **6. RECOMMENDATION**

The Directors consider that the proposed re-election of Directors, the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the 2013 Annual General Meeting.

### **7. 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 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.

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## LETTER FROM THE BOARD

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### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Details of the Directors proposed to be re-elected at the 2013 Annual General Meeting) and Appendix II (Explanatory statement on the Buyback Mandate) to this circular.

Yours faithfully,  
For and on behalf of  
**I.T LIMITED**  
**SHAM KAR WAI**  
*Chairman*



*Pursuant to the Listing Rules, the details of the Directors who will retire at the 2013 Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the 2013 Annual General Meeting are provided below.*

**(1) MR. SHAM KIN WAI, AGED 43, AN EXECUTIVE DIRECTOR**

**Experience**

Mr. Sham Kin Wai, aged 43, is an Executive Director. Since founding the Group with his brother, Mr. Sham Kar Wai, in November 1988, his principal focus has been on merchandising and product design for the Company. As the Chief Creative Officer of the Company, Mr. Sham Kin Wai has 25 years of experience in the fashion retail industry and is responsible for the creative and aesthetic aspects of the Group's business. He has also been instrumental in creating the interior design concepts for the stores.

Save as disclosed above, as the the Latest Practicable Date, Mr. Sham did not have any other major appointments and professional qualifications. Mr. Sham has not held any directorship in any other public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years. Save that he is a director of certain subsidiaries of the Company, Mr. Sham does not hold any other positions with the Company or other members of the Group.

**Length of service and emoluments**

The Company entered into a service agreement with Mr. Sham commencing 19 October 2010 for a term of three years (subject to renewal). Under the service agreement, Mr. Sham is now entitled to a monthly remuneration plus housing allowance of a total of HK\$495,600, a discretionary bonus equivalent to one month of his remuneration plus housing allowance on or around each Chinese New Year and an annual bonus of an amount as the Board may determine in its absolute discretion in respect of each complete financial year of the Group during the term of his service agreement. Mr. Sham is also entitled to participate at the discretion of the Independent Non-executive Directors in the Company's share option scheme on such terms as may be determined by the Independent Non-executive Directors from time to time and to all reasonable out-of-pocket expenses. His monthly remuneration and the discretionary bonus are determined by the Board with reference to his experience, performance and duties.

**Relationships**

Other than being the brother of Mr. Sham Kar Wai, Chairman, Chief Executive Officer and Executive Director of the Company and the relationship arising from his being an Executive Director, Mr. Sham Kin Wai does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Sham was interested in 740,446,820 Shares and underlying Shares/equity derivatives pursuant to Part XV of the SFO.

**Matters that need to be brought to the attention of the Shareholders**

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, and there are no other matters concerning Mr. Sham that need to be brought to the attention of the Shareholders.

**(2) MR. FRANCIS GOUTENMACHER, AGED 72, AN INDEPENDENT NON-EXECUTIVE DIRECTOR****Experience**

Mr. Francis Goutenmacher, aged 72, is an Independent Non-executive Director of the Company since 1 August 2006. He also serves as the Chairman of the Company's Remuneration Committee and a member of Audit Committee and Nomination Committee. Mr. Goutenmacher is also an independent non-executive director of Louis XIII Holdings Limited (formerly known as "Paul Y. Engineering Group Limited") and Natural Beauty Bio-Technology Limited, both companies are listed on the Stock Exchange. Mr. Goutenmacher holds a Bachelor's degree from Ecole Nationale des Arts Decoratifs in Paris, France. Mr. Goutenmacher has been with Richemont Luxury Group, S.A. ("Richemont"), one of the world leading luxury goods groups, for over 30 years. He has been the managing director and chief executive officer of several prestigious brands, like Cartier and Piaget, encompassed by Richemont. After retiring as the regional chief executive of Richemont Asia Pacific Limited, Mr. Goutenmacher is now running a marketing consultancy firm, Gouten Consulting Limited, and is a director of this consultancy company.

Save as disclosed above, as the the Latest Practicable Date, Mr. Goutenmacher has not held any directorship in other public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years, does not hold any other positions with the Company or other members of the Group and did not have any other major appointments and professional qualifications.

**Length of service and emoluments**

Mr. Goutenmacher served as the Independent Non-executive Director of the Company commencing 1 August 2006 for an initial term of one year and was renewed annually up to 31 July 2013. Mr Goutenmacher is entitled to an annual director's fee of HK\$255,000 which was determined by the Board with reference to the fees paid to independent non-executive directors by other listed companies in the retail industry. Mr. Goutenmacher will also be entitled to all reasonable out-of-pocket expenses. No service contract was entered into with Mr. Goutenmacher.

**Relationships**

Other than the relationship arising from his being an Independent Non-executive Director, Mr. Goutenmacher does not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Goutenmacher was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Matters that need to be brought to the attention of the Shareholders**

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, and there are no other matters concerning Mr. Goutenmacher that need to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2013 Annual General Meeting in relation to the granting of the Buyback Mandate.*

### **1. REASONS FOR SHARE BUYBACK**

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

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

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,228,763,307 Shares.

Subject to the passing of the ordinary resolution no. 5 set out in the Notice in respect of the granting of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the 2013 Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 122,876,330 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period in which the Buyback Mandate remains in force.

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

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association, the Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its memorandum of association and the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

**4. IMPACT OF REPURCHASES**

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 28 February 2013) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Sham Kar Wai and Mr. Sham Kin Wai, Directors, together with parties acting in concert with them were beneficially interested in 728,328,490 Shares, representing approximately 59.27% of the issued share capital of the Company. On the basis that no Shares are issued or repurchased prior to the date of the 2013 Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2013 Annual General Meeting, the interests of Mr. Sham Kar Wai and Mr. Sham Kin Wai together with parties acting in concert with them in the issued Shares would be increased to approximately 65.85% of the issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

**6. GENERAL**

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

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

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

**7. MARKET PRICES OF SHARES**

The highest and lowest market prices per Share at which the Shares were traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date were as follows:–

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2012</b>		
May	4.16	3.12
June	3.50	2.94
July	3.47	3.06
August	3.77	3.23
September	3.69	3.16
October	3.41	3.02
November	3.37	3.03
December	3.37	3.17
<b>2013</b>		
January	4.14	3.23
February	3.49	3.25
March	3.34	3.15
April	3.30	2.82
May (up to Latest Practicable Date)	3.44	2.79

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

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

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## NOTICE OF THE 2013 ANNUAL GENERAL MEETING

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*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 999)**

**NOTICE IS HEREBY GIVEN** that the 2013 Annual General Meeting of I.T Limited (the “Company”) will be held at 17/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on Tuesday, 25 June 2013 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and of the Auditor for the year ended 28 February 2013.
2. To declare a final dividend of 3.0 HK cents per share.
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint Auditor and to authorise the Board of Directors to fix their remuneration.

and as special business, to consider and, if thought fit, to pass with or without modifications, the following resolutions (5) to (7) as ordinary resolutions:

5. **“THAT**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the 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;

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## NOTICE OF THE 2013 ANNUAL GENERAL MEETING

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- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held."

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

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

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and



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## NOTICE OF THE 2013 ANNUAL GENERAL MEETING

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- (iii) 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 any applicable laws to be held;

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

- 7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the general mandate referred to in resolution no. 6 above be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board  
**Ho Suk Han, Sophia**  
*Company Secretary*

Hong Kong, 24 May 2013

Notes:

- 1. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at the general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administration matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice will be put to the vote by way of a poll pursuant to Bye-law 66 of the Bye-laws.
- 2. Any shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 3. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority, must be deposited at 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 not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF THE 2013 ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed from Friday, 21 June 2013 to Tuesday, 25 June 2013, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the right to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with 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, for registration not later than 4:30 p.m. on Thursday, 20 June 2013.
5. The register of members of the Company will be closed on Tuesday, 2 July 2013 and no transfer of shares of the Company will be registered on that day. Upon the passing of resolution no. 2 set out in the above notice, to qualify for entitling the receipt of the final dividend, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with 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, for registration not later than 4:30 p.m. on Friday, 28 June 2013.
6. With regard to the resolutions no. 3 set out in the above notice, Mr. Sham Kin Wai and Mr. Francis Goutenmacher will retire at the 2013 Annual General Meeting pursuant to the Company's Bye-laws and be eligible, offer themselves for re-election. The re-election of those Directors will be individually voted on by the shareholders. Details of these retiring Directors proposed for re-election are set out in the appendix to the Company's circular to the shareholders dated 24 May 2013.
7. A circular to shareholders dated 24 May 2013 containing an explanatory statement as required by the Listing Rules in connection with the proposed repurchase mandate under Ordinary Resolution in no. 5 in the above notice will be despatched to shareholders together with 2012/13 Annual Report of the Company.
8. Where there are joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. Shareholders should be made aware of the role of the Auditor and the limitations and its role at the 2013 Annual General Meeting:-
  - (a) The auditor conducts an audit in accordance with Hong Kong Standards on Auditing.
  - (b) The auditor is not responsible for the preparation of the financial statements that give a true and fair view. This is the responsibility of those charged with governance.
  - (c) The auditor provides reasonable, but not absolute, assurance that the financial statements taken as a whole are free from material misstatement.
  - (d) The objective of an audit for financial statements is to enable the auditor to express an opinion as to whether the financial statements give a true and fair view in accordance with the applicable financial reporting framework, such as Hong Kong Financial Reporting Standards, and the Hong Kong Companies Ordinance and the disclosure requirements of Hong Kong Companies Ordinance.
  - (e) The audit involves performing procedures to obtain audit evidence about amounts and disclosures in the financial statements.
  - (f) The auditor determines the procedures required to conduct an audit in accordance with Hong Kong Standards on Auditing, having regard to the requirements of these Standards.
  - (g) The auditor exercises professional judgement in selecting audit procedures to be performed. Audit procedures include the assessment of the risks of material misstatement of the financial statements whether due to fraud or error. In making such risk assessments, the auditor considers internal controls relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
  - (h) The auditor's report does not provide assurance in relation to individual elements of the financial statements, or other aspects of operations such as the adequacy of the company's systems of internal control or the selection of accounting policies.

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## NOTICE OF THE 2013 ANNUAL GENERAL MEETING

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- (i) The responsibility for safeguarding assets and for prevention and detection of fraud, error and non-compliance with law or regulation rests with the directors and those charged with governance. An auditor should not be relied upon to disclose all material misstatements or frauds, errors or instances of non-compliance with laws or regulations.
- (j) The audit report, including the opinion, has been prepared for and only for shareholders, as a body and for no other purpose. The auditor does not assume responsibility towards or accept liability to any other person for the contents of the audit report. Notwithstanding any answers the auditor gives or statements the auditor makes at the 2013 Annual General Meeting, the auditor shall not have any liability, responsibility or duty of care towards any individual shareholders or third parties.