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

If you have sold transferred all your shares in **HOIFU ENERGY GROUP LIMITED** (凱富能源集團有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

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

A notice convening the Annual General Meeting of the Company to be held at Units 1910-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on 27 June 2013 is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26 Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjournment thereof should you so desire.

23 May 2013

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 1910–12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on 27 June 2013
“Annual Report”	the annual report of the Company for the year ended 31 December 2012
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Chief Executive”	has the meaning ascribed to it in the Listing Rules
“Company”	HOIFU ENERGY GROUP LIMITED (凱富能源集團有限公司), an exempted company incorporated in Bermuda with limited liability and the securities of which are listed on the main board of the Stock Exchange
“Directors”	the directors 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”	20 May 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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 on the Stock Exchange
“Share(s)”	the ordinary share(s) of HK\$0.10 each in capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

Hoifu
Hoifu Energy Group Limited
凱富能源集團有限公司

(Formerly known as “Karl Thomson Holdings Limited”)

(incorporated in Bermuda with limited liability)

(Stock Code: 7)

Directors:

Executive Directors:

Dr. Hui Chi Ming, G.B.S., J.P (Chairman)
Mr. Neil Bush (Deputy Chairman)
Dr. Chui Say Hoe (Managing Director)
Mr. Lam Kwok Hing
Mr. Nam Kwok Lun

Independent Non-Executive Directors:

Mr. Chen Wei-Ming Eric
Mr. Kwan Wang Wai Alan
Mr. Ng Chi Kin David

Head office and

principal place of business:

Units 1910–12, 19th Floor
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan
Hong Kong

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

23 May 2013

To the Shareholders

Dear Sir or Madam,

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

I. INTRODUCTION

The purpose of this circular is to give you information regarding the following resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions, notice of which is set out on pages 12 to 15 of this circular.

At the Annual General Meeting, the resolutions regarding: (i) the re-election of the Directors; and (ii) the granting to the Directors general mandates for the issue and repurchase of the Shares.

LETTER FROM THE BOARD

II. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Clause 99 of the Company's Bye-laws, one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting and pursuant to A.4.3 of the Corporate Governance Code, any further appointment of an Independent Non-Executive Director in excess of nine years should subject to a separate resolution to be approved by shareholders.

Messrs. Chen Wei-Ming Eric, Kwan Wang Wai Alan and Ng Chi Kin David have served as an Independent Non-executive Director for more than nine years. Therefore, Messrs. Chen Wei-Ming Eric, Kwan Wang Wai Alan and Ng Chi Kin David should retire and re-election at the forthcoming annual general meeting.

The Directors are of the opinion that they remain independent, notwithstanding their length of tenure. They continue to demonstrate the attributes of an Independent Non-Executive Director noted above and there is no evidence that their tenure has had any impact on his independence. The Board believes that their detailed knowledge and experience of the Group's business and their external experience continue to be of significant benefit to the Company, and that they maintain an independent view of its affairs.

Each of the Independent Non-Executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-Executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Details of the abovementioned Directors, Messrs. Chen Wei-Ming Eric, Kwan Wang Wai Alan and Ng Chi Kin David who are proposed to be re-elected at the Annual General Meeting, are set out in Appendix I to this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve the re-election of Messrs. Chen Wei-Ming Eric, Kwan Wang Wai Alan and Ng Chi Kin David as Independent Non-Executive Directors of the Company.

III. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot, issue and deal with additional Shares representing not more than 20% of the aggregate nominal amount of the issued share capital of the Company at the date the relevant resolution is passed at the Annual General Meeting (the "Issue Mandate").

IV. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange the Shares in the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date the relevant resolution is passed at the Annual General Meeting (the "Repurchase Mandate").

LETTER FROM THE BOARD

In addition, an ordinary resolution will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The Repurchase Mandate and the Issue Mandate would continue in force until the first occurrence of either the conclusion of the next annual general meeting of the Company following the passing of the relevant resolutions unless it is renewed at such meeting or the expiration of the period within which the next annual general meeting of the Company is required by the Company's Bye-laws or any applicable law to be held or it is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in the Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution at the Annual General Meeting.

V. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 11:00 a.m. on 27 June 2013 at Units 1910-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong is set out pages 12 to 15 of this circular for the purpose of considering and, if thought fit, passing: (i) an ordinary resolution to re-elect of the Directors; (ii) an ordinary resolution to grant to the Directors general mandates for the issue of the Shares and the repurchase of its Shares; and (iii) a special resolution to adopt the Bye-Laws. A form of proxy is enclosed for use by the Shareholders. Shareholders are requested to complete and return the form of proxy to the Company's branch share registrar and transfer offer in Hong Kong, Tricor Standard Limited at 26 Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the scheduled time of the Annual General Meeting. The lodging of the form of proxy will not preclude the Shareholders from attending the Annual General Meeting and voting in person should he so wish. No Shareholder is required under the Listing Rules to abstain from voting at the Annual General Meeting.

VI. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will 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. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to bye-law 70 of the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll voting results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Board is of the opinion that (i) the re-election of the Directors; and (ii) the granting of the general mandates to the Directors to issue Shares and to repurchase Shares are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

VIII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,
For and on behalf of
Hoifu Energy Group Limited
Dr. Hiu Chi Ming, G.B.S., J.P.
Chairman

MR. CHEN WEI-MING ERIC

Mr. Chen Wei-Ming Eric, aged 49, was appointed as an independent non-executive Director on 8 September 2000, since the listing of the Company. Mr. Chen does not hold other position in the Group. Mr. Chen is a director of several general trading companies in Hong Kong. Mr. Chen holds a Bachelor of Science degree in Business Administration from the Boston University in Massachusetts, USA and is engaged in the chemical trading business. Mr. Chen did not hold directorship in other listed public companies in Hong Kong in the last three years.

Mr. Chen is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Chen's annual remuneration is HK\$50,000 which is based on mutual agreement between the Board and Mr. Chen and Mr. Chen's responsibilities and duties in the Company.

MR. KWAN WANG WAI ALAN

Mr. Kwan Wang Wai Alan, aged 50, was appointed as an independent non-executive Director on September 2004, Mr. Kwan does not hold other position in the Group. Mr Kwan holds a Bachelor of Arts degree in Engineering Science and a Master of Arts degree from the University of Oxford and has over 19 years of experience in the consumer electronics field. Mr. Kwan is also independent non-executive director of Asia Tele-Net and Technology Corporation Limited, a publicly listed company in Hong Kong and an associate company of the Company. Other than that, Mr. Kwan did not hold directorship in other listed public companies in Hong Kong in the last three years.

Mr. Kwan is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Kwan's annual remuneration is HK\$50,000 which is based on mutual agreement between the Board and Mr. Kwan and Mr. Kwan's responsibilities and duties in the Company.

MR. NG CHI KIN DAVID

Mr. Ng Chi Kin David, aged 51, was appointed as an independent non-executive Director on 8 September 2000, since the listing of the Company. Mr. Ng is the independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise of the Company pursuant to Rule 3.10(2) of the Listing Rules. Mr. Ng does not hold other position in the Group. Mr. Ng is a professional accountant with over twenty-four years of professional experience and is a fellow member of the Hong Kong Institute of Certified Public Accounts, member of CPA Australia, Hong Kong Institute of Company Secretaries and Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Ng is also an independent non-executive director of Asia Tele-Net and Technology Corporation Limited, a publicly listed company in Hong Kong and an associate company of the Company. Other than this and the directorship in the Company, he did not hold directorship in other listed public companies in Hong Kong in the last three years.

Mr. Ng is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Ng's annual remuneration is HK\$50,000 which is based on mutual agreement between the Board and Mr. Ng and Mr. Ng's responsibilities and duties in the Company.

MR. NEIL BUSH

Mr. Neil Bush, aged 57, was appointed the Deputy Chairman and an executive director on 15 November 2012 of the Company. He is responsible for the implementation of the overall strategic planning and development of the Group. Mr. Bush graduated from Tulane University with a bachelor's degree in International Economics and from the Tulane University Freeman School of Business with a master's degree in Business Administration. Mr. Bush had over 30 years of experience in energy related businesses and international business development. He formed oil companies which explored oil resources in various states in the United States of America, and has also engaged in various international business development activities with a focus on the PRC and Middle East and in particular, he visited cities in the PRC and worked with numerous entities on a variety of projects including real estate development, energy, automobile parts, sheet rock manufacturing and paint production. From 7 December 2010 to 20 July 2012, Mr. Bush was a non-executive director of China Resources and Transportation Group Limited, a company of which the shares are listed on the Stock Exchange (stock code: 269). Mr. Bush is currently the President of ATX Oil, a company involved in the upstream oil and gas development in the United States of America. He is also the Chairman of the Points of Light Institute, a national charitable organisation formed by President George H.W. Bush in 1989 that promotes citizen service through volunteerism in communities all across America and increasingly overseas, and serves on the boards of the Houston Salvation Army, and the Bush School of Government and Public Service.

Mr. Bush is appointed for a specific term for three years and subject to retirement and reelection provisions in accordance with the Bye-laws. Mr. Bush's annual remuneration is HK\$3million, plus a discretionary bonus at the discretion of the Board at such rate to be determined by the Board from time to time. His remuneration package was determined by the Board with reference to his duties and responsibilities, the Company's performance, prevailing market conditions and remuneration benchmarks in the industry.

Save as disclosed above, as at the Latest Practicable Date, Messrs. Chen Wei-Ming Eric, Kwan Wang Wai Alan, Ng Chi Kin David and Neil Bush did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor did they hold any other positions with the Company or any of its subsidiaries. As at the Latest Practicable Date, they did not have any interests in shares of the Company within the meaning of Part XV of the SFO.

The Board is not aware of any other matters that need to be brought to the attention of Shareholders in relation to the proposed re-election of the aforesaid directors. Messrs. Chen Wei-Ming Eric, Kwan Wang Wai Alan, Ng Chi Kin David and Neil Bush confirm that there are no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules to be sent to the Shareholders of the Company to enable the Shareholders to make informed decision whether to vote for or against the resolution at the Annual General Meeting in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,456,843,612 Shares.

Subject to the passing of the ordinary resolution numbered 4(B) as set out in the notice of the Annual General Meeting on pages 12 to 15 of this circular and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 145,684,361 Shares during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek the Repurchase Mandate which enables the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders. The Directors have no present intention to repurchase any Shares.

3. DIRECTORS' DEALING AND CONNECTED PERSONS

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their associates (as defined in the Listing Rules) have any present intention, if the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting, to sell all of their Shares to the Company or its subsidiaries.

No connected persons or their respective associates (as defined in the Listing Rules) have notified the Company that they have a present intention to sell their Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchase of the Shares.

4. FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities, which will be funded by resources legally available for that purpose in accordance with the Company's Bye-Laws and the laws of Bermuda. The Company is empowered by its memorandum of association and Bye-laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of

shares made for such 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.

If the Repurchase Mandate is exercised in full, there might be a material adverse effect 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). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months prior to the printing of this circular were as follows:

	PER SHARE	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
May	0.290	0.244
June	0.455	0.250
July	0.430	0.430
August	1.680	0.740
September	1.500	1.040
October	1.390	1.080
November	1.430	1.200
December	1.550	1.250
2013		
January	1.410	1.200
February	1.300	1.210
March	1.290	1.050
April	1.260	1.000
May (up to the Latest Practicable Date)	1.190	1.060

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the applicable Listing Rules and the laws of Bermuda.

7. HONG KONG CODE ON TAKEOVERS AND MERGERS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 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, Dr. Hui Chi Ming, Mr. Neil Bush and Mr. Wang Xinqing, through Triumph Energy Group Limited ("Triumph") were deemed to be interested in an aggregate of 785,139,143 Shares, representing approximately 53.89% of the issued share capital of the Company. Triumph is beneficially and indirectly owned as to 55% by Dr. Hui Chi Ming and 45% by Mr. Neil Bush and Mr. Wang Xinqing through Taiming Petroleum Group Limited and AMA Energy Group Limited respectively. Moreover, Mr. Lam Kwok Hing and Mr. Nam Kwok Lun through J&A Investment Limited ("J&A") were deemed to be interested in an aggregate of 303,718,000 Shares, representing approximately 20.85% of the issued share capital of the Company. J&A is beneficially owned as to 80% by Mr. Lam Kwok Hing and 20% by Mr. Nam Kwok Lun. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholdings of Triumph and J&A in the Company will increase to approximately 59.88% and 23.16% of the total issued share capital of the Company respectively and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any purchases by the Company of its Shares.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the date of this circular, no Shares have been repurchased by the Company.

NOTICE OF THE ANNUAL GENERAL MEETING


Hoifu Energy Group Limited
凱富能源集團有限公司

(Formerly known as "Karl Thomson Holdings Limited")

(incorporated in Bermuda with limited liability)

(Stock Code: 7)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Shareholders of Hoifu Energy Group Limited (the "Company") will be held at Units 1910–12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 27 June 2013, at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2012.
2. (A) To re-elect Mr. Chen Wei-Ming Eric as the Independent Non-Executive Director of the Company.
(B) To re-elect Mr. Kwan Wang Wai Alan as the Independent Non-Executive Director of the Company.
(C) To re-elect Mr. Ng Chi Kin David as the Independent Non-Executive Director of the Company.
(D) To re-elect Mr. Neil Bush as the Executive Director of the Company.
(E) To authorise the Board of Directors to fix the remuneration of Directors.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and authorise the Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (A) (i) subject to paragraph A(iii) and pursuant to the Listing Rules, 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 in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power by and is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) the approval in paragraph A(i) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the expiry of the Relevant Period;
- (iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(i), otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this Resolution:

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

1. the conclusion of the next annual general meeting of the Company; or
2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options or, warrants or other securities granting the rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of shares, subject to all cases 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong.

NOTICE OF THE ANNUAL GENERAL MEETING

- (B) (i) subject to paragraph B(ii) and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares in the Company pursuant to the approval granted in paragraph B(i) during the Relevant Period shall not exceed 10% of the aggregate of nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and
- (iii) for the purposes of this Resolution:
- “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
1. the conclusion of the next annual general meeting of the Company; or
 2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
 3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and
- (C) conditional upon Resolutions Nos. 4A and 4B above being passed, the aggregate nominal value of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 4B above shall be added to the aggregate nominal amount of share the capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4A above.

By Order of the Board
Fu Wing Kwok Ewing
Company Secretary

Hong Kong, 23 May 2013

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting 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 of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26 Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.

As at the date of this notice, the Honorary Chairman and Senior Consultant of the Company is Dr. Yukio Hatoyama; the Board comprises five executive Directors, namely, Dr. Hui Chi Ming, G.B.S., J.P., Mr. Neil Bush, Dr. Chui Say Hoe, Mr. Lam Kwok Hing and Mr. Nam Kwok Lun; and three independent non-executive Directors, namely, Mr. Chen Weiming, Eric, Mr. Kwan Wang Wai, Alan and Mr. Ng Chi Kin, David.