
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED
銘源醫療發展有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0233)

**GENERAL MANDATE TO ISSUE SHARES
AND PURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Mingyuan Medicare Development Company Limited, to be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 7 June 2013 at 3:00 p.m. is set out on pages 12 to 15 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you propose to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

* *For identification purpose only*

CONTENT

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement	7
Appendix II – Biographical Information of Directors Proposed to be Re-elected at the Annual General Meeting	10
Notice of Annual General Meeting	12
Accompanying Document – Form of Proxy	

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 7 June 2013 at 3:00 p.m.
“Board”	the board of directors of the Company
“Company”	Mingyuan Medicare Development Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	25 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate to the Directors to exercise the powers of the Company to repurchase fully paid Shares during the relevant period up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“Share(s)”	ordinary shares of HK\$0.05 each in the capital of the Company
“Shareholders”	holders of the Shares

DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571, Laws of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED

銘源醫療發展有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0233)

Executive Directors:

Mr. Yao Yuan (*Chairman*)
Mr. Chien Hoe Yong, Henry (*CEO*)
Mr. Zhao Chao
Mr. Zhou Li Qun
Mr. Hu Jun

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Non-executive Director

Mr. Yu Ti Jun

Head office and principal

place of business:

Room 2604, 26/F.
West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Independent non-executive Directors:

Mr. Hu Jin Hua
Mr. Lee Sze Ho, Henry
Mr. Tang Yan Qin

30 April 2013

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATE TO ISSUE SHARES
AND PURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the AGM for the grant of the Issue Mandate and the Repurchase Mandate, and the proposed re-election of Directors.

The purposes of this circular are to (i) provide you with information in relation to the Issue Mandate and the Repurchase Mandate; (ii) present the proposal for the re-election of Directors, and (iii) give you notice of the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

GRANTING OF THE ISSUE MANDATE

The Issue Mandate is proposed to be unconditionally given to the Board to issue and dispose of additional Shares not exceeding 20% of the issued share capital of the Company at the date of the resolution until the next annual general meeting. The relevant resolution is set out as Ordinary Resolution No. 4 in the Notice of AGM dated 30 April 2013.

In respect of Ordinary Resolution No. 4, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the shareholders of the Company for a general mandate for the purposes of Section 57B of the Companies Ordinance and the Listing Rules.

GRANTING OF THE REPURCHASE MANDATE

Ordinary Resolution numbered 5 in the notice convening the AGM will be proposed for the grant of the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Issue Mandate and the Repurchase Mandate will be valid for the period from the date of passing of the relevant resolutions up to the date of the next annual general meeting of the Company in 2014, or 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, or the revocation or variation of such mandates by an ordinary resolution of the Shareholders in general meeting, whichever of these three events occurs first.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,383,892,800 Shares. Subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue a maximum of 876,778,560 Shares under the Issue Mandate and purchase a maximum of 438,389,280 Shares under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Mr. Zhao Chao and Mr. Zhao Li Qun, who were appointed Directors by the Board pursuant to Bye-Law 100 of the Company, shall hold office only until the forthcoming AGM and shall then be eligible and will offer themselves for re-election at the AGM.

Bye-Law 109 of the Bye-Laws of the Company provides that at each general meeting of the Company, with the exception of the Executive Chairman, one-third of the Directors (or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third) who have been longest in office since their last election shall retire from office by rotation. In accordance with such Bye-Law, Mr. Yu Ti Jun and Mr. Hu Jun will retire from office by rotation. Mr. Hu has informed the Company that he will not offer himself for re-election as Director at the AGM as Mr. Hu's retirement is part of his general retirement plan. Mr. Yu will offer himself for re-election as a Non-Executive Director at the AGM.

LETTER FROM THE BOARD

Mr. Hu has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders in respect of his retirement.

RECOMMENDATIONS OF THE NOMINATION COMMITTEE

On 24 April 2013, the Nomination Committee nominated and the Board recommended the retiring Directors, Mr. Zhao Chao, Mr. Zhou Li Qun and Mr. Yu Ti Jun to stand for re-election as Directors at the AGM. As a good corporate governance practice, each of Mr. Zhao Chao, Mr. Zhou Li Qun and Mr. Yu Ti Jun abstained from voting on the respective propositions of their recommendations for re-election by Shareholders.

The Nomination Committee is also responsible for, inter alia, assessing the independence of the independent non-executive directors. On 26 March 2013, the Nomination Committee assessed and reviewed the individual Director's (annual) written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and, affirmed that all independent non-executive Directors remained independent.

Pursuant to Rule 13.74 of the Listing Rules, particulars of Mr. Zhao Chao, Mr. Zhou Li Qun and Mr. Yu Ti Jun are set out in Appendix II to this circular.

AGM

The notice convening the AGM (as appearing on pages 12 to 15 of this circular) sets out ordinary resolutions to approve the grant of the Issue Mandate and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the shareholders. Results of the poll voting will be published on the Company's websites at www.mymedicare.com.hk and the website of the Stock Exchange at www.hkexnews.hk after the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that all the above-mentioned resolutions to be proposed at the AGM are fair and reasonable and are in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions as set out in the notice of the AGM.

Yours faithfully,
By Order of the Board
Yao Yuan
Chairman

This Appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

1. LISTING RULES FOR PURCHASES OF SHARES

The Listing Rules permit companies whose shares are listed on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF PURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Bye-Laws of the Company and the laws of Bermuda. As compared with the financial position of the Company as at 31 December 2012 (being the date of its latest audited accounts), the Directors consider that there will not be a material adverse impact on the working capital and the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing ratio which, in the opinion of the Directors, are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,383,892,800 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to purchase a maximum of 438,389,280 Shares under the Repurchase Mandate during the period from the passing of the resolution granting the Repurchase Mandate up to (a) the conclusion of the next annual general meeting; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or the applicable laws of Bermuda to be held; or (c) when the authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

4. REASONS FOR PURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and in accordance with the Memorandum and Bye-Laws of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Ming Yuan Investments Group Limited (a wholly-owned subsidiary of Ming Yuan Holdings Limited, which in turn is owned as to 50% and 50% by Mr. Yao Yuan, the Chairman of the Company and Mr. Iu Chung) ("Ming Yuan") was beneficially interested in 946,169,075 Shares, representing approximately 21.58% of the total issued share capital of the Company. In the event that the Directors should exercise in full the power to purchase Shares under the Repurchase Mandate which is proposed to be granted pursuant to an ordinary resolution to be proposed at the AGM, the interests of Ming Yuan would increase to approximately 23.98% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code on the part of Ming Yuan.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates, has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2012	0.212	0.193
May 2012	0.209	0.137
June 2012	0.173	0.119
July 2012	0.161	0.127
August 2012	0.173	0.129
September 2012	0.161	0.137
October 2012	0.165	0.136
November 2012	0.183	0.156
December 2012	0.220	0.169
January 2013	0.265	0.207
February 2013	0.223	0.206
March 2013	0.228	0.152

**APPENDIX II BIOGRAPHICAL INFORMATION OF DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

Mr. ZHAO Chao

Mr. ZHAO Chao, aged 45, holds a bachelor degree in industrial enterprises management from Tianjin Commercial University. Mr. Zhao has over 16 years of experience in running medical devices related business in the PRC. Prior to his involvement in the medical device business, Mr. Zhao held senior position in 天津市委辦公廳經濟處. Mr. Zhao started his medical device related business in the year 1998 at the Tianjin He Bei Hospital (天津河北醫院). Mr. Zhao was the head of Tianjin He Bei Hospital (天津河北醫院) and was responsible for the whole operations of the hospital. Prior to joining the Company, Mr. Zhao was the general manager and chairman of a well-known health check centres network in the PRC. Mr. Zhao did not hold any directorship in other listed public companies in the past three years.

Mr. Zhao does not enter into a service contract with the Company. Mr. Zhao is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. The director's fee for Mr. Zhao is HK\$120,000 per annum. The emolument for Mr. Zhao was determined by the Board with reference to Mr. Zhao's responsibilities and duties within the Company. Mr. Zhao does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhao did not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Zhao has no other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in respect of Mr. Zhao and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Zhao's re-election.

Mr. ZHOU Li Qun

Mr. ZHOU Li Qun, aged 44, holds a bachelor degree in accountancy from Dong Hua University (東華大學). Mr. Zhou also holds a MBA degree from Asia International Open University (Macau) and he is a registered accountant in the PRC. Mr. Zhou held senior positions in various foreign investment enterprises in Shanghai. Mr. Zhou joined 上海銘源數康生物芯片有限公司 (SHMY HealthDigit Biochips Co., Ltd.), a wholly-owned subsidiary of the Company in 2012 as Vice President. Mr. Zhou has over 20 years of experience in accounting and financial planning. Mr. Zhou did not hold any directorship in other listed public companies in the past three years.

**APPENDIX II BIOGRAPHICAL INFORMATION OF DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

Mr. Zhou does not enter into a service contract with the Company. Mr. Zhou is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. Mr. Zhou's emolument is HK\$120,000 per annum. The emolument for Mr. Zhou was determined by the Board with reference to Mr. Zhou's responsibilities and duties within the Company. Mr. Zhou does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhou did not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Zhou has no other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in respect of Mr. Zhou and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Zhou's re-election.

Mr. YU Ti Jun

Mr. YU Ti Jun, aged 61, is currently the Non-Executive Director of the Company. Mr. Yu was appointed as Executive Director of the Company on 30 June 2004. Mr. Yu was re-designed to non-executive director of the Company on 24 April 2013 as Mr. Yu can spend more time to manage his own business. Mr. Yu is also the director and vice-president of Shanghai Ming Yuan Enterprise Group Company Limited, which is one of the top 100 corporations in Shanghai for years in succession. Mr. Yu has extensive experience in macro economy and corporate development in the PRC. Mr. Yu is also the writer of various publications on corporate and sales management in the PRC.

Mr. Yu does not enter into a service contract with the Company. Mr. Yu is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. Mr. Yu's emolument is HK\$120,000 per annum. The emolument for Mr. Yu was determined by the Board with reference to Mr. Yu's responsibilities and duties within the Company. Mr. Yu did not hold any directorship in other listed public companies in the past three years. Mr. Yu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Yu did not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Yu has no other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in respect of Mr. Yu and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Yu's re-election.

NOTICE OF ANNUAL GENERAL MEETING

MINGYUAN MEDICARE DEVELOPMENT COMPANY LIMITED

銘源醫療發展有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0233)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of Mingyuan Medicare Development Company Limited (the “Company”) will be held on Friday, 7 June 2013 at 3:00 p.m. at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong to transact the following business:

As Ordinary Business

- (1) To receive and consider the audited Financial Statements and Reports of the Directors and the Auditors of the Company for the year ended 31 December 2012.
- (2) To re-elect Directors and approve their remuneration.
- (3) To reappoint Deloitte Touche Tohmatsu as Auditors of the Company for the ensuing year and authorize the Directors to fix their remuneration.

As Special Business

- (4) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval granted in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of the share capital to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to the following events, shall not exceed twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution:

- (i) a Right Issue (as defined in paragraph (d) below);
- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities including bonds and debentures which are convertible into Shares;
- (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or
- (iv) any scrip dividend or similar arrangement providing for the issue and allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws of the Company (as amended from time to time);

and the said 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 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 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the date of any revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof whose names appear 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, or the requirements of any recognized regulatory body or any stock exchange in, any relevant jurisdiction applicable to the Company.”

NOTICE OF ANNUAL GENERAL MEETING

- (5) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval granted in paragraph (a) above during the Relevant Period shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said 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 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 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the date of any revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (6) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** conditional on the passing of the ordinary resolutions numbered 4 and 5 in this notice of Annual General Meeting, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 4 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the ordinary resolution numbered 4 set out in this notice of Annual General Meeting.”

By the Order of the Board
Yao Yuan
Chairman

Hong Kong, 30 April 2012

Notes:

- (1) A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of Shares. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the Annual General Meeting is enclosed. To be valid, the form of proxy must be duly 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 such power of attorney or authority at 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.
- (3) The Register of Members of the Company will be closed from Wednesday, 5 June 2013 to Friday, 7 June 2013, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the attendance of the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 4 June 2013.

As at the date of this announcement, the executive directors are Mr. Yao Yuan (Chairman), Mr. Chien Hoe Yong, Henry (CEO), Mr. Hu Jun, Mr. Zhao Chao and Mr. Zhou Li Qun; non-executive director is Mr. Yu Ti Jun; the independent non-executive directors are Mr. Hu Jian Hua, Mr. Lee Sze Ho, Henry, and Mr. Tang Yan Qin.