

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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kingston Financial Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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金利豐金融集團有限公司
KINGSTON FINANCIAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 01031)

(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) PROPOSED AMENDMENTS TO THE BYE-LAWS AND
ADOPTION OF THE NEW BYE-LAWS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on 17 August 2012 at 11:00 a.m. is set out on pages 13 to 26 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company at www.kingston.com.hk.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meetings should you so wish.

18 July 2012

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DEFINITIONS

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

| | |
|---------------------------|---|
| “2011 AGM” | the annual general meeting of the Company held on 20 May 2011 |
| “2012 AGM” | the 2012 annual general meeting of the Company to be held at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on 17 August 2012 at 11:00 a.m., notice of which is set out on pages 13 to 26 of this circular |
| “associate” | has the meaning ascribed thereto in the Listing Rules |
| “Board” | the board of Directors or a duly authorised committee thereof |
| “Bye-laws” | the bye-laws of the Company |
| “Company” | Kingston Financial Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “First Placing” | the placing of a maximum of 560,000,000 new Shares pursuant to the terms of the placing agreement entered into between the Company and Kingston Securities Limited as the placing agent dated 7 April 2011 |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | The Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general and unconditional mandate to the Directors to allot and issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the 2012 AGM |
| “Latest Practicable Date” | 13 July 2012, 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, as amended from time to time |
| “New Bye-laws” | the new Bye-laws which consolidates all the proposed amendments as set out in the Notice |
| “Notice” | the notice of the 2012 AGM set out on pages 13 to 26 of this circular |

DEFINITIONS

| | |
|----------------------|---|
| “PRC” | The People’s Republic of China |
| “Repurchase Mandate” | a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the 2012 AGM |
| “Second Placing” | the placing of a maximum of 330,000,000 new Shares pursuant to the terms of the placing agreement entered into between the Company and Kingston Securities Limited as the placing agent dated 28 April 2011 |
| “SFO” | The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Share(s)” | ordinary share(s) of HK\$0.02 each in the share capital of the Company |
| “Shareholder(s)” | holders of Share(s) in issue |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers |
| “HK\$ and cents” | Hong Kong dollar and cents respectively, the lawful currency of Hong Kong |
| “%” | per cent |



金利豐金融集團有限公司
KINGSTON FINANCIAL GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 01031)

Executive Directors:

Mr. Chu, Nicholas Yuk-yui (*Chairman*)
Mrs. Chu Yuet Wah (*Chief Executive Officer*)

Independent Non-executive Directors:

Dr. Wong Yun Kuen
Mr. Lau Man Tak
Mr. Yu Peter Pak Yan

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

Suite 2801, 28th Floor
One International Finance Centre
1 Harbour View Street
Central
Hong Kong

18 July 2012

(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) PROPOSED AMENDMENTS TO THE BYE-LAWS AND
ADOPTION OF THE NEW BYE-LAWS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

To Shareholders,

Dear Sirs or Madams,

INTRODUCTION

The purpose of this circular is to provide you with details in respect of (i) the grant of general mandates to Directors to issue and repurchase Shares; (ii) the re-election of Directors; (iii) amendments to the Bye-laws and adoption of the New Bye-laws; and (iv) to give you notice of the 2012 AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2011 AGM, general mandates were granted to the Directors to (i) allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at that date, and (ii) repurchase the Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at that date, at any time until the next annual general meeting or such earlier period as stated in the relevant ordinary resolutions. Such general mandates will be expired after the conclusion of the 2012 AGM and therefore, the ordinary resolutions numbered 7A, 7B and 7C will be proposed at the 2012 AGM to grant new general mandates to the Directors (i) to allot, issue and otherwise deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution and the extension of the aforesaid mandate by addition thereto the number of Shares repurchased pursuant to the proposed general mandate for repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution as described below, and (ii) to repurchase Shares with total nominal amount not exceeding 10% of the total fully paid-up nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution, at any time during the period ending on the earlier of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or its Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in the general meeting of the Company.

On 7 April 2011, the Company entered into a placing agreement with Kingston Securities Limited as the placing agent to issue and allot 560,000,000 Shares to two independent placees pursuant to the First Placing. The net proceeds from the First Placing amounted to approximately HK\$532 million which was intended to be used as general working capital. The First Placing was completed on 14 April 2011.

On 28 April 2011, the Company entered into a placing agreement with Kingston Securities Limited as the placing agent to issue and allot 330,000,000 Shares to an independent placee pursuant to the Second Placing. The net proceeds from the Second Placing amounted to approximately HK\$340 million which was intended to be used as general working capital. The Second Placing was completed on 11 May 2011.

As at the Latest Practicable Date, the number of Shares in issue was 12,114,480,666 Shares. On the basis that no further Shares will be issued or repurchased prior to 2012 AGM, (i) the Issue Mandate would enable the Company to allot, issue and deal with a maximum of 2,422,896,133 Shares, and (ii) the Repurchase Mandate would enable the Company to repurchase a maximum of 1,211,448,066 Shares.

The purpose of the grant of the general mandate to the Directors to allot, issue and deal with additional Shares is to enable the Directors to capture right timing of the securities market to widen the capital base of the Company. The Directors believe that the grant of the general mandates is in the interests of the Company and the Shareholders. As at the Latest Practicable Date, the Directors have no present intention to issue or repurchase any Shares under the general mandates to be sought at the 2012 AGM.

LETTER FROM THE BOARD

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether the vote for or against the ordinary resolutions in relation to the Repurchase Mandate is set out in Appendix II to this circular.

RE-ELECTION OF DIRECTORS

In accordance with the bye-law 87(1) of the Bye-laws, Mr. Chu, Nicholas Yuk-yui and Dr. Wong Yun Kuen, shall retire at the 2012 AGM and, being eligible, will offer themselves for re-election at the 2012 AGM.

Details of the above retiring Directors to be re-elected at the 2012 AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

The Stock Exchange has amended the Listing Rules relating to, among other things, corporate governance matters and the constitutional documents of listed issuers. The amendments to the Listing Rules came into effect on 1 January 2012 and 1 April 2012, respectively. Accordingly, in order to bring the Bye-laws in line with the recent changes to the Listing Rules and certain changes to the laws of Bermuda, uphold the corporate governance standards under the Listing Rules, and incorporate certain house-keeping amendments, the Directors propose to seek the approval of the Shareholders of certain amendments to the existing Bye-laws.

Details of the proposed amendments to the Bye-laws are set out in the Notice to this circular.

The proposed amendments to the existing Bye-laws and the proposed adoption of the New Bye-laws, which consolidates all of the proposed amendments as set out in the Notice and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings, are subject to the approval of the Shareholders by way of passing of the requisite special resolutions at the 2012 AGM.

The legal adviser to the Company as to Hong Kong laws has confirmed that the proposed amendments comply with the requirements of the Listing Rules and the legal adviser to the Company as to Bermuda laws has confirmed that the Amendments to the Bye-laws do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments for a Bermuda company listed on the Stock Exchange.

Shareholders are advised that the Bye-laws are available only in English and the Chinese translation of the amendments to the Bye-laws provided in the notice of AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

AGM

The notice of the 2012 AGM is set out on pages 13 to 26 of this circular. At the 2012 AGM, ordinary resolutions will be proposed for the Shareholders to consider and, if thought fit, among other things, to approve (i) the grant of general mandates to Directors to issue and repurchase Shares; (ii) the re-election of the Directors; and (iii) amendments to the Bye-laws and adoption of the New Bye-laws.

LETTER FROM THE BOARD

A form of proxy for use at the 2012 AGM is sent to the Shareholders together with this circular. Whether or not the Shareholders are able to attend the 2012 AGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding of the 2012 AGM or adjournment thereof.

Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the 2012 AGM should the Shareholders so wish.

All the resolutions proposed to be approved at the 2012 AGM will be taken by poll save that the chairman of the 2012 AGM may in good faith, allow resolutions which relate purely to a procedural or administrative matter to be voted on by a show of hands in which case every Shareholder present in person (or being a corporation, is present by a duly authorised representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. An announcement will be made by the Company after the 2012 AGM on the results of the 2012 AGM.

RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company 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.

RECOMMENDATION

The Board believes that the grant of general mandates to Directors to issue and repurchase Shares, the re-election of Directors the proposed amendments to the Bye-laws and the adoption of the new Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2012 AGM.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at Suite 2801, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong from the date of this circular up to and including the date of 2012 AGM:

- (a) the copy of the consolidated version of the Bye-laws proposed to be adopted at the 2012 AGM; and
- (b) the annual reports of the Group for the fifteen months ended 31 March 2012 and the year ended 31 December 2010.

LETTER FROM THE BOARD

GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2012 AGM.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation. Your attention is drawn to the information set out in appendices to this circular.

Yours faithfully
By Order of the Board of
Kingston Financial Group Limited
Chu, Nicholas Yuk-yui
Chairman

Pursuant to the Listing Rules, details of the Directors who will retire at the conclusion of the 2012 AGM according to the Bye-laws and, being eligible, will offer themselves for re-election are provided below:

EXECUTIVE DIRECTOR

Mr. Chu, Nicholas Yuk-yui

Mr. Chu, aged 59, holds a Bachelor's degree in Accounting and a Master's degree of Business Administration from the Louisiana State University. He has over 29 years of experience in commercial property leasing and management, and more than a total of 19 years of experience in corporate finance, foreign exchange, lending, securities and futures trading industries. He is a member of Hong Kong Securities Institute and a responsible officer under the Securities and Futures Ordinance for Types 1 (dealing in securities) and 2 (dealing in futures contracts) activities. He is the spouse of Mrs. Chu Yuet Wah ("Mrs. Chu") and he joined the Group in February 2006.

Save as disclosed above, Mr. Chu has not held directorships in any other listed companies in the last three years and does not have any relationships with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Chu has the following interests in the securities of the Company within the meaning of Part XV of the SFO:

- (a) 6,778,351,895 Shares, of which (i) 4,875,000,000 Shares are held by Active Dynamic Limited; (ii) 1,887,411,896 Shares are held by Sure Expert Limited; and (iii) 15,939,999 shares are held by Kingston Capital Limited, all of which are controlled by Mrs. Chu. Mr. Chu is deemed to be interested in these 6,778,351,895 Shares; and
- (b) 5,256,080,000 underlying Shares, of which (i) 5,250,000,000 convertible preference shares conferring rights to subscribe for 5,250,000,000 new Shares are held by Active Dynamic Limited; and (ii) 6,080,000 share options conferring rights to subscribe for 6,080,000 Shares are held by Mrs. Chu. Mr. Chu is deemed to be interested in these 5,256,080,000 underlying Shares held by Mrs. Chu.

Saved as disclosed above, Mr. Chu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Chu. He has no fixed term of service with the Company but he will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. Mr. Chu received a remuneration of approximately HK\$6,015,000 for the fifteen months ended 31 March 2012.

His remuneration after the re-election will be determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company. Save as disclosed above, the Board is not aware of any matter in relation to Mr. Chu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the holders of securities of the Company in relation to Mr. Chu's re-election.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Dr. Wong Yun Kuen**

Dr. Wong, aged 54, received a Ph.D. degree from Harvard University, and was “Distinguished Visiting Scholar” at the Wharton School of the University of Pennsylvania. He has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities Institute. Dr. Wong is an executive director of UBA Investments Limited, and the independent non-executive director of Bauhaus International (Holdings) Limited, China Grand Forestry Green Resources Group Limited, Climax International Company Limited, Harmony Asset Limited, Hua Yi Copper Holdings Limited, Kaisun Energy Group Limited, Kong Sun Holdings Limited, China Yunnan Tin Minerals Group Company Limited, New Island Printing Holdings Limited and ZMAY Holdings Limited. Dr. Wong was also independent non-executive director of Grand Field Group Holdings Limited from September 2004 to September 2009, China E-Learning Group Limited from August 2007 to June 2010, and Superb Summit International Timber Company Limited from April 2007 to June 2010, and the chairman and executive director of Green Energy Group Limited from December 2009 to May 2010. He joined the Group in June 2005.

Save as disclosed above, Dr. Wong has not held directorships in any other listed companies in the last three years. Dr. Wong does not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Dr. Wong does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Dr. Wong. He will have no fixed term of service with the Company but he will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the bye-laws of the Company. Dr. Wong received a remuneration of approximately HK\$85,000 for the fifteen months ended 31 March 2012. His remuneration after the re-election will be determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company. Save as disclosed above, the Board is not aware of any matter in relation to Dr. Wong that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the holders of securities of the Company in relation to Dr. Wong’s re-election.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

REPURCHASE MANDATE

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules relating to an ordinary resolution to be proposed at the 2012 AGM to be held on 17 August 2012, to approve a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to repurchase, at any time until the next annual general meeting of the Company or such earlier period as stated in the ordinary resolution, Shares of HK\$0.02 each in the capital of the Company, up to a maximum of 10% of the aggregate nominal amount of issued share capital of the Company as at the date of passing the resolution.

The Directors believe the Repurchase Mandate is in the interests of the Company and the Shareholders, and accordingly recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the 2012 AGM.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 12,114,480,666 Shares. On the basis that no further Shares will be issued or repurchased prior to the 2012 AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase a maximum of 1,211,448,066 Shares.

REASONS FOR REPURCHASE

Repurchase of Shares will only be made if the Directors believe that such repurchase will be in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or earnings per share.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Company's constitutive documents and the laws of Bermuda in which the Company was incorporated.

The Company shall not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the fifteen month ended 31 March 2012, being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is exercised in full. However, 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 requirements of the Company and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

UNDERTAKING

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

None of the Directors, or to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is granted.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell to the Company or its subsidiaries any of his Shares, or has undertaken not to do so, in the event that the Repurchase Mandate is exercised.

TAKEOVERS CODE AND SHARE REPURCHASES

In the event that 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 general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mrs. Chu Yuet Wah and parties acting in concert with her are interested or deemed to be interested in an aggregate of 8,327,953,895 Shares, representing approximately 68.74% of the existing issued share capital of the Company. In the event that the Directors exercise in full their power to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the 2012 AGM, the interest of Mrs. Chu Yuet Wah and parties acting in concert with her will be increased to approximately 76.38% 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. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

Assuming there is no further issue of Shares between the Latest Practicable Date and the date of purchase, the exercise of the Repurchase Mandate whether in whole or in substantial part will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors, however, have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

SHARE PRICE

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

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|--|-------------------------------|------------------------------|
| 2011 | | |
| July | 1.11 | 0.96 |
| August | 1.01 | 0.75 |
| September | 0.93 | 0.67 |
| October | 0.88 | 0.70 |
| November | 0.88 | 0.76 |
| December | 0.84 | 0.72 |
| 2012 | | |
| January | 0.84 | 0.75 |
| February | 0.90 | 0.76 |
| March | 0.91 | 0.74 |
| April | 0.78 | 0.67 |
| May | 0.80 | 0.58 |
| June | 0.77 | 0.62 |
| July (up to the Latest Practicable Date) | 0.77 | 0.72 |

Source: The Stock Exchange of Hong Kong Limited.

SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has not repurchased any Shares on the Stock Exchange.



金利豐金融集團有限公司
KINGSTON FINANCIAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 01031)

NOTICE IS HEREBY GIVEN that the annual general meeting of Kingston Financial Group Limited (the “Company”) will be held at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on 17 August 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without modification, passing the following ordinary resolutions:

As ordinary business:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the fifteen months ended 31 March 2012;
2. To declare a final dividend for the fifteen months ended 31 March 2012;
3. To re-elect Mr. Chu, Nicholas Yuk-yui as an executive director of the Company;
4. To re-elect Dr. Wong Yun Kuen as an independent non-executive director of the Company;
5. To authorise the board of directors to fix the remuneration of the directors of the Company;
6. To re-appoint BDO Limited as auditors and to authorise the board of directors of the Company to fix the remuneration of the auditors;
7. To consider as special business and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (“Shares”) and to make or grant offers, agreements and options, including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into the Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a rights issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants, bonds, debentures, notes and other securities issued by the Company;
 - (iii) the exercise of options granted under any share option scheme or any similar arrangement from time to time adopted for the grant or issue to officers and/or employees and/or other eligible persons of the Company and/or any subsidiaries of shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time;
 - (v) the exercise of any conversion rights attaching to any convertible notes issued or to be issued by the Company; and
 - (vi) a specified authority granted by the shareholders of the Company in general meeting;

shall not exceed 20% of the aggregate 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;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF AGM

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

“rights issue” means an offer of Shares, or an offer or issue of warrants options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or to 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 recognised regulatory bodies or any stock exchanges in, any territory applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the 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 recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of the Shares which the Directors are authorised to purchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly.
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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(iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or any applicable laws.”

C. **“THAT** subject to the passing of the above resolutions A and B, the aggregate nominal amount of shares which are to be purchased by the Company pursuant to the authority granted to the Directors as mentioned in resolution B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed to be allotted by the Directors pursuant to resolution A.”

8. As special business, to consider and, if thought fit, pass the following resolution as a special resolution with or without modifications:

A. **THAT** the bye-laws of the Company (the “Bye-laws”) be amended in the following manner:

1. **BYE-LAW 1**

(a) a new definition of “business day” be inserted immediately following existing definition of ““Board” or “Directors”” in Bye-law 1:

““business day” a day on which the Designated Stock Exchange generally is open for the business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for any trading session for the business of dealing in securities on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

(b) the existing definition of “Company” be deleted in its entirety and replaced with the following:

““Company” Kingston Financial Group Limited”

(c) a new definition of “substantial shareholder” be inserted immediately following existing definition of “Statutes” in Bye-law 1:

““substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”

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2. BYE-LAW 2

- (a) The existing Bye-law 2 (h) be deleted in its entirety and replaced with the following:

“2.(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

- (b) The existing Bye-law 2 (i) be deleted in its entirety and replaced with the following:

“2.(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

3. BYE-LAW 3

The existing Bye-law 3 (3) be deleted in its entirety and replaced with the following:

“3.(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

4. BYE-LAW 44

The existing Bye-law 44 be deleted in its entirety and replaced with the following:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by Members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, the Newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect,

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be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

5. **BYE-LAW 46**

The existing Bye-law 46 be deleted in its entirety and replaced with the following:

“46. Subject to these Bye laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”

6. **BYE-LAW 51**

The existing Bye-law 51 be deleted in its entirety and replaced with the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper and where applicable, in the Newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. Any transfer of shares made while the Register is closed shall, as between the Company and the person claiming under the relevant transfer, be considered as made immediately after the re-opening of the Register.”

7. **BYE-LAW 59**

The existing Bye-law 59 be deleted in its entirety and replaced with the following:

“59. (1) An annual general meeting shall be called by not less than twenty-one (21) clear days’ Notice and not less than twenty (20) clear business days’ Notice and any special general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days’ Notice and not less than ten (10) clear business days’ Notice. All other special general meetings may be called by not less than fourteen (14) clear days’ Notice and not less than ten (10) clear business days’ Notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

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- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.
- (2) The notice shall specify the time and place of the meeting and particulars of the resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.”

8. BYE-LAW 66

The existing Bye-law 66 be deleted in its entirety and replaced with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

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- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

9. BYE-LAW 66A

The existing Bye-law 66A be deleted in its entirety and replaced with the words “66.A Intentionally Deleted”.

10. BYE-LAW 67

The existing Bye-law 67 be deleted in its entirety and replaced with the following:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

11. BYE-LAW 68

The existing Bye-law 68 be deleted in its entirety and replaced with the words “68. Intentionally Deleted”.

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12. BYE-LAW 69

The existing Bye-law 69 be deleted in its entirety and replaced with the words “69. Intentionally Deleted”.

13. BYE-LAW 70

The existing Bye-law 70 be deleted in its entirety and replaced with the words “70. Intentionally Deleted”.

14. BYE-LAW 73

The existing Bye-law 73 be deleted in its entirety and replaced with the following:

“73. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.”

15. BYE-LAW 75

The existing Bye-law 75 (1) be deleted in its entirety and replaced with the following:

“75.(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as such Member for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.”

16. BYE-LAW 80

The existing Bye-law 80 be deleted in its entirety and replaced with the following:

“80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time

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appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

17. BYE-LAW 81

The existing Bye-law 81 be deleted in its entirety and replaced with the following:

“81. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

18. BYE-LAW 82

The existing Bye-law 82 be deleted in its entirety and replaced with the following:

“82. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, at which the instrument of proxy is used.”

19. BYE-LAW 84

The existing Bye-law 84(2) be deleted in its entirety and replaced with the following:

“84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall

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specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.”

20. BYE-LAW 103

- (a) The existing Bye-law 103 (1)(vi) be deleted in its entirety and replaced with the following words “103. (1)(vi) Intentionally deleted”.
- (b) The existing Bye-law 103 (2) be deleted in its entirety and replaced with the following words “103. (2) Intentionally deleted”.
- (c) The existing Bye-law 103 (3) be deleted in its entirety and replaced with the following words “103. (3) Intentionally deleted”.

21. BYE-LAW 115

The existing Bye-law 115 be deleted in its entirety and replaced with the following:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or via electronic mail or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director. Any Director may waive notice of any meeting either prospectively or retrospectively.”

22. BYE-LAW 122

The existing Bye-law 122 be deleted in its entirety and replaced with the following:

“122. A resolution in writing signed by all the Directors except such as are absent from the territory in which the head office is for the time being situate or temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a

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quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a signature transmitted by a Director or an alternate Director to the Company by telecopier or other facsimile equipment shall be treated as a document signed by him provided that the document containing the original signature of the Director or alternate Director is deposited with the Secretary within ten (10) days from the date of the transmission. Notwithstanding the foregoing, a resolution in writing should not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

23. BYE-LAW 127

The existing Bye-law 127(1) be deleted in its entirety and replaced with the following:

“127. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and, subject to Bye-law 132(4), these Bye laws.”

24. BYE-LAW 129

The existing Bye-law 129 be deleted in its entirety and replaced with the words “129. Intentionally Deleted”.

25. BYE-LAW 138

The existing Bye-law 138 be deleted in its entirety and replaced with the following:

“138. No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”

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26. BYE-LAW 148

The existing Bye-law 148 be deleted in its entirety and replaced with the following:

“148. The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Bye-law, a share premium account and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Act.”

27. BYE-LAW 157

The existing Bye-law 157 be deleted in its entirety and replaced with the following:

“157. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”

- B. **“THAT** subject to passing of Resolution 8A set out above, a new set of Bye-laws consolidating all of the proposed amendments referred to in Resolution 8A and all previous amendments made thereto pursuant to resolutions passed by the shareholders of the Company at general meetings in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purpose, be and is hereby approved and adopted as the New Bye-laws in substitution for and to the exclusion of the existing Bye-laws with immediate effect;

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and THAT any director of the Company be and is hereby authorised to take such further actions as he/she may in his/her sole and absolute discretion thinks fit for and on behalf of the Company to implement the adoption of the New Bye-laws.”

By order of the Board
Kingston Financial Group Limited
Chu, Nicholas Yuk-yui
Chairman

Hong Kong, 18 July 2012

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

Principal Place of Business in Hong Kong:
Suite 2801, 28th Floor
One International Finance Centre
1 Harbour View Street
Central
Hong Kong

Notes:

1. Every member of the Company entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint more than one proxy (if a member who is holder of two or more Shares) to attend and vote for him/her on his/her behalf at the meeting. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. A form of proxy for use at the meeting is enclosed. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
3. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.