



PLAYMATES HOLDINGS LIMITED

彩星集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 635)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of the Company will be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong at 9:00 a.m. on Friday, 25 January 2008 for the following purposes:–

A. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:–

ORDINARY RESOLUTIONS

1. **“THAT**, conditional upon the passing of Special Resolution B1 below and the fulfilment of all conditions therein and conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting listing of, and permission to deal in, the shares of HK\$0.01 each of Playmates Toys Limited (**“Playmates Toys”**) in issue (**“Playmates Toys Shares”**) as mentioned in the listing document of Playmates Toys dated 31 December 2007 (the **“Listing Document”**, a copy of which has been tabled at the meeting marked **“A”** and signed by the Chairman for the purpose of identification), Playmates Toys and its subsidiaries (**“Playmates Toys Group”**) be and are hereby spun-off from the Company’s group by the declaration of a special interim dividend for the year ending 31 December 2007 in a sum equal to the nominal value of not less than approximately 222,523,256 Playmates Toys Shares representing approximately 45% of the entire issued share capital of Playmates Toys, which will be transferred among the holders of shares in the capital of the Company on the register of the members of the Company at 4:00 p.m. on 25 January 2008 on the condition that the same shall not be paid in cash but be satisfied by the distribution of the Playmates Toys Shares (the **“Spin-Off by way of Distribution”**) to such holders (or as they may direct) in proportion as near as may be to their then existing holdings of shares in the capital of the Company on the terms and conditions set out in the circular sent to the shareholders of the Company dated 31 December 2007 (the **“Circular”** of which the Notice of Special General Meeting forms a part and a copy of which has been tabled at the meeting marked **“B”** and signed by the Chairman for identification purpose) and the directors of the Company be and are hereby authorised to give effect to such spin-off, distribution and transfer provided that:–

- (a) in the case of persons having registered addresses not in Hong Kong (except for persons whose addresses, as shown on the register of members of the Company at the close of business on the Distribution Record Date, are in the United Kingdom, Malaysia, Singapore, Macau and the United States) the relevant Playmates Toys Shares shall not be issued to such persons but shall be aggregated and sold in the market and the proceeds of sale, after deduction of expenses, distributed pro rata to such persons unless such amount falling to be distributed to any such person is less than HK\$100 in which case such amount will be retained for the benefit of the Company; and
- (b) no fractional entitlements to the Playmates Toys Shares shall be issued as aforesaid, but the fractional entitlements shall be aggregated and sold for the benefit of the Company. The net proceeds of the sale will be retained for the benefit of the Company.

AND the directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Spin-Off by way of Distribution.”

2. **“THAT** conditional on the passing of ordinary resolution A1 above and the fulfillment of all conditions therein and subject to the conditions in the Circular for the approval of the Playmates Toys Option Scheme (hereafter defined) being fulfilled, the rules of the share option scheme of Playmates Toys (the **“Playmates Toys Option Scheme”**, a copy of which has been tabled at the meeting marked **“C”** and signed by the Chairman for purpose of identification) be and are hereby approved;

AND the directors of Playmates Toys and the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Playmates Toys Option Scheme.”

- B. To consider and, if thought fit, pass the following resolutions as Special Resolutions:–

SPECIAL RESOLUTIONS

1. **“THAT** subject to the conditions in the Circular for the Capital Reorganisation (hereafter defined) being fulfilled, with effect from 4.00 p.m. on the date on which this resolution is passed (the **“Effective Date”**):–
 - (a) the nominal value of the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.09 on each of the shares of HK\$0.10 in the capital of the Company in issue on the Effective Date (the **“Capital Reduction”**) so that each issued share in the capital of the Company shall be treated as one fully-paid up share of HK\$0.01 in the capital of the Company (the **“Reduced Share”**);

- (b) subject to and forthwith upon the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company where they may be utilised in accordance with the bye-laws of the Company and all applicable laws at the discretion of the directors of the Company (the “**Application of Credit**”); and
- (c) forthwith upon the Capital Reduction taking effect, every ten (10) Reduced Shares be consolidated into one (1) share of HK\$0.10 (the “**Consolidated PHL Share**”) in the issued capital of the Company (the “**Share Consolidation**”);

AND the directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Capital Reduction and the Share Consolidation (collectively the “**Capital Reorganisation**”).” and

2. “**THAT** subject to the conditions set out in the Circular for the amendments to the Company’s Bye-Laws being fulfilled, the Bye-Laws of the Company be amended by amending or adding (as appropriate) the following Bye-Laws of the Company in the manner set out in appendix II of the Circular:–

- (i) Bye-Law 46;
- (ii) Bye-Law 57A;
- (iii) Bye-Law 66;
- (iv) Bye-Law 67;
- (v) Bye-Law 87(1);
- (vi) Bye-Law 96;
- (vii) Bye-Law 120(2);
- (viii) Bye-Law 153;
- (ix) Bye-Law 153A;
- (x) Bye-Law 153B;
- (xi) Bye-Law 154(2);
- (xii) Bye-Law 156;

(xiii) Bye-Law 160;

(xiv) Bye-Law 161; and

(xv) Bye-Law 163

AND the directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Bye-Laws amendments and/or additions.”

By order of the board
Ng Ka Yan
Company Secretary

Hong Kong, 31 December 2007

Notes:

- (1) Every member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the Company’s branch share registrars, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- (3) The register of members of the Company will be closed from 23 January 2008 to 25 January 2008, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be qualified for the Distribution, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 22 January 2008.

AMENDMENTS OF BYE-LAWS OF THE COMPANY

The proposed Bye-Laws Amendments are as follow:-

Bye-Law No. Amendments

46 By deleting the existing Bye-Law 46 in its entirety and substituting therefor the following new Bye-Law 46:-

“46. Subject to these Bye-Laws, any Member may transfer all or any of his shares 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.”

Existing Bye-Law 46:-

“Subject to these Bye laws, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in any other form approved by the Board and may be under hand only.”

66 By deleting the existing Bye-Law 66 in its entirety and substituting therefor the following new Bye-Law 66:-

“66. 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 show of hands every Member present in person or by proxy or (being a corporation) is present by a representative duly authorised under Section 78 of the Act shall have one vote and on a poll every Member present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy 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. Notwithstanding anything contained in these Bye-Laws, 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. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

(a) by the chairman of such meeting; or

- (b) 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
- (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 representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) 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; or
- (e) if required by the rules of the Designated Stock Exchange, by the chairman of such meeting and/or Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

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 a Member.”

Existing Bye-Law 66:–

“66. 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 show of hands every Member present in person or by proxy or (being a corporation) is present by a representative duly authorised under Section 78 of the Act shall have one vote and on a poll every Member present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy 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 on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) 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

- (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 representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) 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 a Member.”

67 By deleting the existing Bye-Law 67 in its entirety and substituting therefor the following new Bye-Law 67:–

“67. Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman or the Secretary under the chairman’s instructions 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 fact without proof of the number or proportion of the votes recorded for or against the resolution.”

Existing Bye-Law 67:–

67. Unless a poll is duly demanded and the demand is not withdrawn, 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 fact without proof of the number or proportion of the votes recorded for or against the resolution”.

87(1) By deleting the existing Bye-Law 87(1) in its entirety and substituting therefor the following new Bye-Law 87(1):–

“87(1) Notwithstanding any other provisions in the Bye-Laws, at each annual general meeting at least one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement according to the rules of the Designated Stock Exchange.

Existing Bye-Law 87(1):-

“87. (1) Notwithstanding any other provisions in the Bye laws, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.”

96 By deleting the existing Bye-Law 96 in its entirety and substituting therefor the following new Bye-Law 96:-

“96. The Directors shall be entitled to receive by way of remuneration for their services as Directors such sum as shall from time to time be determined by the Board, such sum to be divided amongst the Directors in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division for a proportion of remuneration related to the period during which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors’ fees.”

Existing Bye-Law 96:-

“96. The ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting and shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Board in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that any Director who shall hold office for period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall be deemed to accrue from day to day.”

120(2) By deleting the existing Bye-Law 120(2) in its entirety and substituting therefor the following new Bye-Law 120(2):-

“120(2) All acts done by any such committee in conformity with such regulations, and in fulfilment of the purposes for which it was appointed, but not otherwise, shall have like force and effect as if done by the Board, and the Board shall have power to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.”

Existing Bye-Law 120(2):-

“120(2) All acts done by any such committee in conformity with such regulations, and in fulfilment of the purposes for which it was appointed, but not otherwise, shall have like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.”

153

By deleting the existing Bye-Law 153 in its entirety and substituting therefor the following new Bye-Law 153:

“153. Subject to Section 88 of the Act and Bye-Law 153A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-Law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”

Existing Bye-Law 153:-

“153. Subject to Section 88 of the Act, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

154(2) By deleting the existing Bye-Law 154(2) in its entirety and substituting therefor the following new Bye-Law 154(2):-

“154. (2) Subject to Section 89 of the Act, a person, other than an incumbent Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the incumbent Auditor.”

Existing Bye-Law 154(2):-

“(2) Subject to Section 89 of the Act, a person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than fourteen (14) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the retiring Auditor.”

156 By deleting the existing Bye-Law 156 in its entirety and substituting therefor the following new Bye-Law 156:-

“156. The remuneration of the Auditor shall be fixed by the Board.”

Existing Bye-Law 156:

“156. The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.”

160 By deleting the existing Bye-Law 160 in its entirety and substituting therefor the following new Bye-Law 160:-

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-Laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied

by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

Existing Bye-Law 160:-

"160. Any Notice from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message and any such Notice and (where appropriate) any other document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in accordance with the requirements of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

161

By deleting the existing Bye-Law 161 in its entirety and substituting therefor the following new Bye-Law 161:-

"161. Any Notice or other document:

(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed

and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations."

Existing Bye-Law 161:-

"161. Any Notice or other document:

- (a) if served or delivered by post, shall be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof; and

- (b) if served or delivered in any other manner contemplated by these Bye laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.”

163

By deleting the existing Bye-Law 163 in its entirety and substituting therefor the following new Bye-Law 163:–

- “163. For the purposes of these Bye-Laws, a cable or telex or facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.”

Existing Bye-Law 163:–

- “163. For the purposes of these Bye laws, a cable or telex or facsimile transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.”

And to insert the following new Bye-Laws:–

57A

To insert an entirely new Bye-Law 57A immediately after the existing Bye-Law 57 as follows:–

- “A meeting of the Members or any class thereof may be held by means of telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and such participation in a meeting shall constitute presence in person at such meeting as if those participating were present in person.”

153A To insert an entirely new Bye-Law 153A immediately after the existing Bye-Law 153 as follows:–

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-Law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”

153B To insert an entirely new Bye-Law 153B immediately after the new Bye-Law 153A as follows:–

“153B. The requirement to send to a person referred to in Bye-Law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-Law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-Law 153 and, if applicable, a summary financial report complying with Bye-Law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors: Mr. Chan Chun Hoo, Thomas (*Chairman*); Mr. Cheng Bing Kin, Alain, Mr. To Shu Sing, Sidney;

Independent Non-executive Directors: Mr. Lee Peng Fei, Allen; Mr. Lo Kai Yiu, Anthony; Mr. Yu Hon To, David;

Non-executive Directors: Mr. Tsim Tak Lung (*Deputy Chairman*); Mr. Ip Shu Wing, Charles

* *for identification purpose only*