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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **The Quaypoint Corporation Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer, other licensed corporation or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**THE QUAYPOINT CORPORATION LIMITED****紀翰集團有限公司\****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 2330)**

**RENEWAL OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
RE-ELECTION OF DIRECTORS, APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of the Company to be held at Fountain Room 1, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 28 November 2008 at 10:30 a.m. is set out on pages 13 to 16 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's head office and principal place of business at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting and at any adjournment thereof, should you so wish.

\* *for identification purpose only*

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Fountain Room 1, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 28 November 2008 at 10:30 a.m. is set out on pages 13 to 16 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Company”	The Quaypoint Corporation Limited, (Stock Code: 2330) a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the Stock Exchange
“Convertible Preference Shares”	460,000,000 redeemable convertible preference shares
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region
“Latest Practicable Date”	28 October 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to issue new Shares on the terms set out in the Notice of AGM
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice of AGM
“PRC”	The People’s Republic of China
“Preference Shareholder”	holder of the 460,000,000 non-voting Convertible Preference Shares

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of Hong Kong Laws)
“Share(s)”	Ordinary Share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Options”	the options to subscribe for Shares granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 20 January 2003
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent

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LETTER FROM THE BOARD

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**THE QUAYPOINT CORPORATION LIMITED**

**紀翰集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2330)**

*Executive Directors:*

Mr. CHEN Xian (*Chairman*)  
Mr. LAU Sai Chung (*Chief Executive Officer*)  
Ms. XIA Dan  
Mr. TSIM Sze Hon

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Non-Executive Director:*

Mr. Gerard J. McMAHON

*Head Office and Principal Place of Business  
in Hong Kong:*

Suite 1501, 15th Floor  
Tower 1, Silvercord  
30 Canton Road  
Tsimshatsui, Kowloon  
Hong Kong

*Independent Non-Executive Directors:*

Mr. POON Lai Yin, Michael  
Mr. NG Kwok Chu, Winfield  
Mr. CHONG Yiu Chik

31 October 2008

*To the Shareholders and, for information only,  
to the holders of the convertible preference shares*

Dear Sirs,

**RENEWAL OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
RE-ELECTION OF DIRECTORS, APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the AGM, resolutions will be proposed (i) to grant to the Directors general mandates to repurchase Shares and to issue Shares; (ii) appointment of auditors and (iii) to re-elect Directors. The purpose of this circular is to provide you with the relevant information regarding the general mandates, re-election of Directors and appointment of auditors and to seek your approval of the resolutions to be proposed at the AGM.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### **GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES**

At the annual general meeting of the Company held on 30 November 2007, ordinary resolutions were passed giving general mandates to Directors to exercise the powers of the Company to repurchase Shares and to allot, issue and otherwise deal with Shares. Under the Listing Rules, these general mandates will lapse at the conclusion of the AGM. Resolutions will be proposed at the AGM to renew the general mandates to repurchase Shares and to issue Shares.

As at the Latest Practicable Date, there were 428,680,000 Shares in issue. If there is no change in the issued capital at the date of AGM, then the Company would be allowed to issue up to a maximum 85,736,000 Shares under the New Issue Mandate and to repurchase up to a maximum of 42,868,000 Shares under the Repurchase Mandate.

If all outstanding Share Options and the Convertible Preference Shares are exercised in full before the date of AGM, the number of Shares in issue would be increased to 890,180,000 Shares. Subject to the passing of the ordinary resolutions to approve the New Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum 178,036,000 Shares under the New Issue Mandate and to repurchase up to a maximum of 89,018,000 Shares under the Repurchase Mandate.

#### **General Mandate to Repurchase Shares**

At the AGM, an ordinary resolution will be proposed for Shareholders to consider and, if thought fit, approve the Repurchase Mandate. The aggregate nominal amount of Shares, which may be repurchased pursuant to the Repurchase Mandate, is up to 10% of the issued share capital of the Company as at the date of passing of the resolution.

An explanatory statement as required by the Listing Rules regarding the regulation of repurchases by companies of their own shares on the Stock Exchange is set out in Appendix I to this circular. Details of the Repurchase Mandate are set out in resolution no. 4 in the Notice of AGM.

#### **General Mandate to Issue Shares**

At the AGM, an ordinary resolution will be proposed for Shareholders to consider and, if thought fit, approve the New Issue Mandate. The aggregate nominal amount of Shares, which may be allotted and issued pursuant to the New Issue Mandate, is up to 20% of the issued share capital of the Company as at the date of passing of the resolution. Details of the New Issue Mandate are set out in resolution no. 5 in the Notice of AGM.

Extension of New Issue Mandate conditional on the passing of the resolutions granting the Repurchase Mandate and the New Issue Mandate, an ordinary resolution will also be proposed for Shareholders to consider and, if thought fit, approve the extension of the New Issue Mandate by adding to the aggregate nominal amount of Shares which may be allotted by the Directors pursuant to the New Issue Mandate the aggregate nominal amount of Shares repurchased under the Repurchase Mandate. Details of the extension of the New Issue Mandate are set out in resolution no. 6 in the Notice of AGM.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with Articles 87(2), Mr. Lau Sai Chung and Mr. Poon Lai Yin Michael, Mr. Gerard McMahon and Mr. Ng Kwok Chu Winfield shall retire from office by rotation at the AGM. Mr. Lau Sai Chung and Mr. Poon Lai Yin Michael being eligible, offers himself for re-election at the AGM. Mr. Gerard McMahon and Mr. Ng Kwok Chu Winfield will not offer himself for re-election at the AGM so that they can devote more time for their personal affairs. Both of them have confirmed that they have no disagreement with the Board and are not aware of any matters in respect of their retirement that need to be brought to the attention of the shareholders of the Company.

In accordance with Article 86(3), Mr. Tsim Sze Hon, Mr. Chong Yiu Chik who was appointed after the annual general meeting of the Company held on 30 November 2007 will hold office until the AGM and, being eligible, offers himself for re-election.

Mr. Poon Lai Yin Michael and Chong Yiu Chik being independent non-executive Directors, eligible for re-election at the AGM, has provided their respective annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that both Mr. Poon and Mr. Chong meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Pursuant to rule 3.11 of the Listing Rules, the Board wishes to advise that the number of the independent non-executive directors of the Company falls below the minimum number required under rule 3.10(1) after the AGM and the Board undertakes that it will endeavour to meet this requirement within three months from the date of AGM.

Information of the above Directors that are required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

### APPOINTMENT OF AUDITORS

The Company has appointed SHINEWING (HK) CPA Limited (“SHINEWING”) as auditors of the Company on 10 September 2008 to fill in the casual vacancy resulted in the resignation of Grant Thornton on 12 August 2008 and to hold office until the next annual general meeting of the Company. As a result of this change, the appointment of SHINEWING as auditors of the Company is set out in resolution no. 3 in the Notice of AGM.

### ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Fountain Room 1, LG/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 28 November 2008 at 10:30 a.m. is set out on pages 13 to 16 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s head office and principal place of business in Hong Kong at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and at any adjournment thereof, should you so wish.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 66 of the Articles of Association, 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 the meeting; or
- (b) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorized 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 authorized 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 authorized 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 shall be deemed to be the same as a demand by the member.

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman of the meeting 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.

### RECOMMENDATION

The Board considers that the resolutions set out in the Notice of AGM in relation to the granting of the Repurchase Mandate, New Issue Mandate, the re-election of the retiring Directors and the appointment of auditors are in the best interest of the Company and the Shareholders as a whole and recommend you to vote in favour of such resolutions at the AGM.

### RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (i) the information contained in this circular is accurate and complete in all material respects and not misleading; and
- (ii) there are not other matters the omission of which would make any statement in this circular misleading.

Yours faithfully,  
For and on behalf of the Board of  
**The Quaypoint Corporation Limited**  
**Chen Xian**  
*Chairman*



This appendix serves as an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$42,868,000, comprising 428,680,000 Shares.

As at the Latest Practicable Date, Share Options under the Share Option Scheme carrying rights to subscribe up to an aggregate of 1,500,000 Shares and the Convertible Preference Shares carrying the rights to convert up to 460,000,000 Shares remained outstanding. If the Share Options are exercised in full and the conversion rights attaching to the Convertible Preference Shares are exercised in full prior to the date of passing of the resolution in respect of the Repurchase Mandate, a further 461,500,000 Shares will be in issue.

Subject to the passing of the relevant ordinary resolution(s) as set out in the notice of the AGM and assuming that no further Shares are issued or purchased by the Company, the Directors will be authorized to purchase up to 42,868,000 Shares pursuant to the Repurchase Mandate. Assuming that rights attached to all outstanding Share Options and the Convertible Preference Shares are exercised in full on or before the date of passing of the resolution in respect of the repurchase mandate and assuming no further Shares are issued or purchased by the Company, the total number of Shares in issue will be 890,180,000 and the Directors will be authorized to purchase up to 89,018,000 Shares.

## **2. REASONS FOR REPURCHASES**

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

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles of Association and the Laws of the Cayman Islands.

The Laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or the share premium account.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 30 June 2008) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. 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 or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders. No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

#### 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Company's memorandum of association and Articles of Association and the Laws of the Cayman Islands.

#### 6. EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power under 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 purpose of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeover Code.

As at the Latest Practicable Date, the following shareholders had beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of Shareholders	No. of Shares held	Percentage of Shareholding	Percentage of shareholding if the Repurchase Mandate is exercisable in full
Mr. Chak Joaquim Emilio Kin Man	96,824,000	22.59%	28.50%
Mega Edge International Limited	79,500,000	18.55%	23.40%
Ms. Xia Dan <sup>Note</sup>	79,500,000	18.55%	23.40%

*Note:* Ms. Xia is deemed to be interested in the 79,500,000 Shares by virtue of her controlling interest in Mega Edge International Limited.

Since the shareholding of the above shareholders will not be increased to 30% if the Repurchase Mandate is exercisable in full, an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code would not arise in such circumstances. However, should the above shareholders acting in concert to obtain or consolidate control of the Company in the future, they will become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeover Code. Save as disclosed above, the Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

#### 7. SHARE REPURCHASES MADE BY THE COMPANY

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

#### 8. SHARE PRICES

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

	<i>Share</i>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2007</b>		
October	1.39	1.19
November	1.36	1.15
December	1.20	0.80
<b>2008</b>		
January	1.25	0.69
February	0.85	0.65
March	0.83	0.55
April	0.75	0.56
May	1.06	0.55
June	0.90	0.72
July	0.80	0.56
August	0.65	0.50
September	0.80	0.212
October	0.50	0.25

As required by the Listing Rules, the details of the Directors proposed to be re-elected at the AGM are set out below.

**Mr. Lau Sai Chung**

*Chief Executive Officer, aged 52*

Mr. Lau is the executive director of the Company since December 2007. He holds a bachelor degree in Commerce with major in Accounting from the University of Alberta, Canada and has over 20 years' experience in the field of banking and finance. He had been an independent non-executive director of Dickson Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") during the period from August 2003 to January 2006. Save as disclosed above, Mr. Lau did not hold any other directorship in listed public companies during the past three years.

Pursuant to the service contract entered into between the Company and Mr. Lau, he is entitled to an annual remuneration of approximately HK\$650,000. Such fee is determined with reference to his duties as the executive Director of the Company. The term of Mr. Lau's appointment is subject to rotational retirement and re-election requirements at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Lau has personal interest in 148,000 Shares, representing 0.03% of the issued share capital of the Company. Save as disclosed above, Mr. Lau was not interested in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Lau does not have any relationship with any other Directors, senior management, substantial or controlling shareholders or any interest of the Company.

Mr. Lau was also not aware of any matters that are required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders.

**Mr. Tsim Sze Hon**

*Executive Director, aged 35*

Mr. Tsim is the executive director of the Company since December 2007. He holds a Bachelor Degree in Design Study from London Metropolitan University. He had over 10 years' experience in toys manufacturing industry. He is also a director of Weina (BVI) Limited which is the holder of the 460,000,000 Convertible Redeemable Preference Shares issued by the Company. Mr. Tsim is a son of Mr. Tsim Wing Kong who is the ultimate controlling shareholder of Weina (BVI) Limited. He has not held any directorship in listed public companies during the past three years.

Pursuant to the service contract entered into between the Company and Mr. Tsim, he is entitled to an annual remuneration of approximately HK\$240,000. Such fee is determined with reference to his duties as the executive Director of the Company. The term of Mr. Tsim's appointment is subject to rotational retirement and re-election requirements at the annual general meetings of the Company in accordance with the Articles of Association.

Save as disclosed above, Mr. Tsim does not have any relationship with any other Directors, senior management, substantial or controlling shareholders or any interest of the Company. He does not have interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Tsim was also not aware of any matters that are required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders.

**Mr. Poon Lai Yin, Michael**

*Independent non-executive Director, aged 36*

Mr. Poon is the independent non-executive director of the Company since 2006. He is an associate member of Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. He holds a bachelor degree in administrative studies with York University in Canada and a master degree in practicing accounting with Monash University in Australia. Mr. Poon worked for an international accounting firm and was responsible for providing business advisory and assurance services for some listed clients. He has over 10 years of experience in financial reporting, business advisory, auditing, taxation, accounting, merger and acquisition. He is the independent non-executive director of Sun International Group Limited (stock code 8029) since September 2008 and he is currently the chief financial officer of Enviro Energy International Holdings Limited (“Enviro” stock code 8182), a company listed on the GEM board. He previously was the independent non-executive director of the Enviro in 2006 and 2007. Save as disclosed above, Mr. Poon did not hold any other directorship in listed public companies during the past three years.

Mr. Poon has not entered into any service contract with the Company and therefore the length of service of Mr. Poon with the Company is subject to retirement by rotation and re-election at least once every three years at the annual general meeting and in accordance with the Articles of Association. There is no agreement between the Company and Mr. Poon in respect of prior notice given by either party for termination of service with regard to his engagement as independent non-executive Director. Mr. Poon will receive emoluments, currently being a director’s fee of HK\$180,000 per annum, determined by the Board as authorised by the Shareholders at general meetings of the Company and/or in accordance with the Articles of Association on the basis of the performance of the Group and of Mr. Poon with reference to prevailing market conditions.

As at the Latest Practicable Date, Mr. Poon does not have any relationship with any other Directors, senior management, substantial or controlling shareholders or any interest of the Company. He does not have interests in the shares within the meaning of Part XV of the SFO.

Mr. Poon was also not aware of any matters that are required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders.

**Mr. Chong Yiu Chik,**

*Independent non-executive Director, aged 68*

Mr. Chong is the independent non-executive director of the Company since March 2008. He graduated from Wuhan University in China with major in Politics and Economics. He is currently the director and general manager of Eliter International Development Limited and he has over 30 years' management experience in the field of China and foreign trades. He is also the vice president of China's Foreign Trade Association, Honorary president of Shantou Overseas Friendship Association, Honorary Chairman of Universal Petrol-Chemical Development Limited and member of Standing Committee of Returned Oversea Chinese Association of Guangdong. He has not held any directorship in listed public companies during the past three years.

Mr. Chong has not entered into any service contract with the Company and therefore the length of service of Mr. Chong with the Company is subject to retirement by rotation and re-election at least once every three years at the annual general meeting and in accordance with the Articles of Association. There is no agreement between the Company and Mr. Chong in respect of prior notice given by either party for termination of service with regard to his engagement as independent non-executive Director. Mr. Chong will receive emoluments, currently being a director's fee of HK\$180,000 per annum, determined by the Board as authorised by the Shareholders at general meetings of the Company and/or in accordance with the Articles of Association on the basis of the performance of the Group and of Mr. Chong with reference to prevailing market conditions.

As at the Latest Practicable Date, Mr. Chong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders or any interest of the Company. He does not have interests in the shares within the meaning of Part XV of the SFO.

Mr. Chong was also not aware of any matters that are required to be disclosed pursuant to the paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders.

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## NOTICE OF AGM

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### THE QUAYPOINT CORPORATION LIMITED

紀翰集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2330)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of The Quaypoint Corporation Limited (the “Company”) will be held at Fountain Room 1, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 28 November 2008 at 10:30 a.m. for the following purposes:

1. To consider and adopt the audited financial statements for the year ended 30 June 2008 and the Reports of the Directors and the Auditors thereon.
2. To re-elect retiring members of the Board of Directors and authorize the Directors to fix the remuneration.
3. To appoint Auditors and authorize the Directors to fix the remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. **“THAT:**
  - (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose (the “Recognized Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of the Recognized Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

\* for identification purpose only

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## NOTICE OF AGM

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- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Laws of Cayman Islands or the Articles of Association of the Company to be held; and
  - (iii) the date upon which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorization given to the Board of Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted, whether pursuant to an option or otherwise, and issued 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) any issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares; (iii) any issue of Shares as scrip dividend or any similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend pursuant to the Articles of Association from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and



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- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Laws of Cayman Islands or the Articles of Association of the Company to be held; and
  - (iii) the date upon which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares 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 as at that date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors pursuant to resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4.”

By Order of the Board of  
**The Quaypoint Corporation Limited**  
**Law Kim Fai**  
*Company Secretary*

Hong Kong, 31 October 2008

*As at the date hereof, the Board of Directors comprises:*

*Executive Directors:*

Mr. CHEN Xian, Mr. LAU Sai Chung, Mr. TSIM Sze Hon and Ms. XIA Dan

*Non-Executive Director:*

Mr. Gerard J. McMAHON

*Independent Non-Executive Directors:*

Mr. POON Lai Yin, Michael, Mr. NG Kwok Chu, Winfield and Mr. CHONG Yiu Chik

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*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company, but must attend the meeting in person to represent the member. Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting and at any adjournment thereof.
2. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's head office and principal place of business in Hong Kong at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong, not later than 48 hours before the time for holding the meeting or any adjournment thereof.
3. Regarding Resolution no. 2 in this notice, Mr. Lau Sai Chung and Mr. Poon Lai Yin Michael will retire by rotation and, being eligible, offers himself for re-election at the meeting pursuant to Article 87(2) of the Articles of Association of the Company. Mr. Tsim Sze Hon and Mr. Chong Yiu Chik who were appointed after the annual general meeting of the Company held on 30 November 2007 will hold office until the Annual General Meeting and, being eligible, offers himself for re-election pursuant to Article 86(3) of the Articles of Association of the Company.