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CHEONG MING INVESTMENTS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1196)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “Company”) will be held at Tang Room I, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 28th July, 2010 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March, 2010.
2. To declare a final dividend of HK1 cent per share for the year ended 31st March, 2010.
3. To consider the re-election of the retiring directors, each as a separate resolution, and to authorise the board of directors to fix their remuneration.
4. To consider the re-appointment of the auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary or, as the case may be, special resolutions:

ORDINARY RESOLUTIONS

5A. “THAT:

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

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

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares 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 other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5B. “THAT:

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws of Bermuda, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) 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 this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

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

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

5C. “**THAT** conditional upon resolutions no. 5A and no. 5B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5A above.”

SPECIAL RESOLUTION

6A. “**THAT** the bye-laws of the Company be and hereby amended as follows:

(1) Bye-Law 1 – Interpretation

- (i) by inserting the following new definition of “business day” immediately after the existing definition of “Auditor” under the existing Bye-law 1:

““business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning, such day shall for the purposes of these Bye-laws be counted as a business day.”
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- (ii) by deleting the existing definition of “clearing house” in Bye-law in its entirety and substituting therefor the following:

““clearing house” a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”

- (iii) by inserting the following new definition of “electronics” immediately after the existing definition of ““dollars” and “\$”” under the existing Bye-law 1:

““electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities.”

(2) Bye-Law 2

- (i) by deleting the existing Bye-law 2(h) in its entirety and substituting therefor the following new Bye-law 2(h):

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective 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;”

- (ii) by deleting the existing Bye-law 2(i) in its entirety and substituting therefor the following new Bye-law 2(i):

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of 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 10

- (i) by inserting the word “and” at the end of the existing Bye-law 10(a);
- (ii) by deleting the word “; and” at the end of the existing Bye-law 10(b) and substituting therefor a full-stop; and
- (iii) by deleting the existing Bye-law 10(c) in its entirety.

(4) Bye-Law 23

By inserting the word “(14)” immediately after the words “fourteen” in the existing Bye-law 23.

(5) Bye-Law 59(1)

By deleting the existing Bye-law 59(1) in its entirety and substituting therefor the following new Bye-law 59(1):

- “59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, 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
 - (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.”

(6) Bye-Law 63

By inserting the words “or (in the case of a Member being a corporation) by its duly authorised representative” immediately after the words “the Members present in person” in the 7th line of the existing Bye-law 63.

(7) Bye-Law 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 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 by way of a poll.”

(8) Bye-Law 67

By deleting the existing Bye-law 67 in its entirety and substituting therefor the words “intentionally deleted”.

(9) Bye-Law 68

By deleting the existing Bye-law 68 in its entirety and substituting therefor the following new Bye-law 68:

“68. 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.”

(10) Bye-Law 69

By deleting the existing Bye-law 69 in its entirety and substituting therefor the words “intentionally deleted”.

(11) Bye-Law 70

By deleting the existing Bye-law 70 in its entirety and substituting therefor the words “intentionally deleted”.

(12) Bye-Law 73

By deleting the words “whether on a show of hands or on a poll,” after the words “In the case of any equality of votes” in the 1st line of the existing Bye-law 73.

(13) Bye-Law 75(1)

By deleting the words “,whether on a show of hands or on a poll,” after the words “persons incapable of managing their own affairs may vote” in the 3rd and 4th lines of the existing Bye-law 75(1) and by deleting the words “or poll” after the words “or adjourned meeting” in the last line of the existing Bye-law 75(1).

(14) Bye-Law 80

By deleting existing Bye-law 80 in its entirety and substituting therefor the following new Bye-law 80:

“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 appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. 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.”

(15) Bye-Law 81

By deleting the words “to demand or join in demanding a poll and” from the 4th and 5th lines of the existing Bye-law 81.

(16) Bye-Law 82

By deleting the words “or the taking of the poll,” in the 2nd last line of the existing Bye-law 82.

(17) Bye-Law 84(2)

By deleting the words “including the right to vote individually on a show of hands” in the last line of the existing Bye-law 84(2).

(18) Bye-Law 148

By inserting the words “or such other proportions as the Members may determine” immediately after the words “in the same proportions” in the 6th line of existing Bye-law 148.

(19) Bye-law 162(1)

By inserting the words “or served by any means permitted by and” immediately after the words “of any Member” in the 2nd line of the existing Bye-law 162(1).”

- 6B. “**THAT** the bye-laws of the Company, in the form of the printed document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments referred to in Special Resolution no. 6A (as set out in the notice convening this meeting) and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be and are hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.”

By Order of the Board
Ong King Keung
Company Secretary

Hong Kong, 24th June, 2010

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

4th Floor
Mai Sik Industrial Building
1-11 Kwai Ting Road
Kwai Chung
New Territories
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) The board of directors has recommended a final dividend of HK1 cent per share for the year ended 31st March, 2010 and, if such dividend is declared by the members passing resolution no 2, it is expected to be paid on or about Tuesday, 10th August, 2010 to those shareholders whose name appeared on the Company's register of members on 28th July, 2010.
- (3) The register of members of the Company will be closed from 26th July, 2010 to 28th July, 2010, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Tengis Limited at the above address not later than 4:30 p.m. on 23rd July, 2010.
- (4) The above resolutions will be put to vote at the above meeting by way of poll.

As at the date of this notice, the executive directors of the Company are Mr. Lui Shing Ming, Brian, Mr. Lui Shing Cheong and Mr. Lui Shing Chung, Victor; and the independent non-executive directors are Dr. Lam Chun Kong, Mr. Lo Wing Man and Dr. Ng Lai Man, Carmen.