
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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



CHEONG MING INVESTMENTS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1196)

Directors:

Lui Shing Ming, Brian (*Chairman*)
Lui Shing Cheong (*Managing Director*)
Lui Shing Chung, Victor
Lam Chun Kong*
Lo Wing Man*
Ng Lai Man, Carmen*

* *Independent non-executive Directors*

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

24th June, 2010

To the shareholders

Dear Sir or Madam,

**PROPOSALS RELATING TO THE GRANT OF
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS OF THE BYE-LAWS,
RE-ELECTION OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the annual general meeting of Cheong Ming Investment Limited (the “**Company**”) for the year ended 31st March, 2010 (the “**AGM**”), resolutions will be proposed to grant to the directors (the “**Directors**”) of the Company general mandates to issue and repurchase shares of the Company.

The purpose of this circular is to give you further details of the abovementioned proposals and notice of the AGM. In compliance with the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), this circular also contains the explanatory statement and gives all the information reasonably necessary to enable

shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares, together with particulars of the Directors proposed to be re-elected at the AGM.

GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the AGM an ordinary resolution will be proposed to grant a general mandate (the “**General Mandate**”) to the Directors to allot, issue and dispose of shares of the Company not exceeding 20% of the issued share capital of the Company to provide flexibility to the Company to raise fund by the issue of shares efficiently. As at 21st June, 2010 (the “**Latest Practicable Date**”), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 606,753,119 shares of HK\$0.10 each of the Company (the “**Shares**”). On the assumption that no Share will be issued or repurchased on or prior to the date of the AGM, exercise in full of the mandate could result in up to 121,350,623 Shares being issued by the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general mandate (the “**Repurchase Mandate**”) to exercise all powers of the Company to repurchase issued and fully paid Shares. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of the resolution. The Company’s authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules. Based on 606,753,119 Shares in issue as at the Latest Practicable Date and on the assumption that no Share will be issued or repurchased on or prior to the date of the AGM, exercise in full of the Repurchase Mandate could result in up to 60,675,311 Shares being repurchased by the Company. The Repurchase Mandate allows the Company to make or agree to make purchases only during the period ending on the earliest 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 the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general mandate to increase the total number of Shares which may be allotted, issued and dealt with under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31st March, 2010 (being the date of its latest audited accounts), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Memorandum of Association and Bye-laws (the “**Bye-laws**”) to purchase its Shares. Bermuda law provides 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 that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium or contributed surplus accounts of the Company.

The Directors intend to apply the capital paid up on the relevant Shares or the profit that would otherwise be available for distribution by way of dividend for any purchase of its Shares.

Directors, their associates and connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates of any of the Directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company under the Repurchase Mandate.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the grant of Repurchase Mandate to the Directors is approved at the AGM.

Undertaking of the Directors

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye-laws of the Company.

Effect of Takeovers Code

A repurchase of Shares by the Company may result in an increase in the proportionate interest of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Code**”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

Name	Capacity	Number of Shares held	Approximate percentage of shareholding
Lui Shing Ming, Brian	Beneficial owner and interest of a controlled corporation (Harmony Link Corporation)	324,364,036 (Note 1)	53.46%
Lui Shing Cheong	Beneficial owner and interest of a controlled corporation (Harmony Link Corporation)	322,801,536 (Note 1)	53.20%
Lui Shing Chung, Victor	Beneficial owner, interest of a spouse and interest of a controlled corporation (Harmony Link Corporation)	324,364,036 (Notes 1 and 2)	53.46%
Lui Chi	Founder of a discretionary trust	318,895,286 (Note 3)	52.56%
Ng Sze Mui	Founder of a discretionary trust	318,895,286 (Note 3)	52.56%
Ng Shuk Fong, Aman	Beneficial owner and interest of a spouse	324,364,036 (Note 4)	53.46%
Harmony Link Corporation ("Harmony Link")	Beneficial owner	318,895,286	52.56%
The Lui Family Company Limited	Trustee	318,895,286 (Note 5)	52.56%
Trident Trust Company (B.V.I.) Limited	Trustee	318,895,286 (Note 5)	52.56%

Notes:

- (1) Of these Shares, 318,895,286 Shares are owned by Harmony Link, a company incorporated in the British Virgin Islands. Approximately 48.4% of the issued share capital of Harmony Link is held by The Lui Family Company Limited as trustee of The Lui Unit Trust. All units (except 1 unit which is owned by Mr. Lui Shing Ming, Brian) of The Lui Unit Trust are held by Trident Trust Company (B.V.I.) Limited as trustee of a discretionary trust, the discretionary objects of which include Messrs. Lui Shing Ming, Brian, Lui Shing Chung, Victor and Lui Shing Cheong. Messrs. Lui Shing Ming, Brian, Lui Shing Chung, Victor and Lui Shing Cheong further owns approximately as to 24.13%, 14.59% and 12.88% of the issued share capital of Harmony Link respectively.
- (2) Of these Shares, 1,562,500 Shares are owned by the spouse of Mr. Lui Shing Chung, Victor. Mr. Lui Shing Chung, Victor is deemed to be interested in all the Shares held by his spouse under the Securities and Futures Ordinance (Cap 571)(the “SFO”).
- (3) These Shares are held by Harmony Link. Mr. Lui Chi and his spouse, Madam Ng Sze Mui are the founders of the discretionary trust mentioned in Note 1 above.
- (4) Interests in these Shares include interests in 1,562,500 Shares held by Madam Ng Shuk Fong, Aman personally and interests in 322,801,536 Shares through interest of her spouse, Mr. Lui Shing Chung, Victor, an executive Director.
- (5) These shares are held by Harmony Link. Please refer to Note 1 above.

In the event that the Directors should exercise in full the power to repurchase Shares under the Repurchase Mandate, the percentage shareholding of each of the above substantial shareholders would increase to approximately 59.40% of the issued Shares respecting Mr. Lui Shing Ming, Brian, Mr. Lui Shing Chung, Victor, Ms. Ng Shuk Fong, Aman; to approximately 58.40% of the issued Shares respecting Mr. Lui Chi, Ms. Ng Sze Mui, Harmony Link, The Lui Family Company Limited and Trident Trust Company (B.V.I.) Limited and to approximately 59.11% of the issued Shares respecting Mr. Lui Shing Cheong and such increase would not give rise to an obligation on each of them to make a mandatory offer under Rule 26 of the Code.

Stock Exchange Rules for repurchases of shares

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (a) Shareholders’ approval

The Listing Rules provide that all shares repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by special resolution in relation to specific transactions.

- (b) Source of funds

Repurchases must be funded out of funds legally available for the purpose.

General

During each of the six months preceding the Latest Practicable Date, no Share had been repurchased by the Company.

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
2009		
June	0.300	0.245
July	0.395	0.270
August	0.370	0.345
September	0.370	0.350
October	0.430	0.360
November	0.395	0.340
December	0.420	0.355
2010		
January	0.420	0.370
February	0.405	0.375
March	0.490	0.390
April	0.490	0.440
May	0.485	0.375
June (up to the Latest Practicable Date)	0.440	0.375

AMENDMENTS TO THE BYE-LAWS

The Board proposes to seek the approval of the Shareholders at the AGM for the adoption of new Bye-laws, the provisions of which will principally reflect the recent changes brought about by the amendments to the Listing Rules and to incorporate all previous amendments as approved by the shareholders of the Company in general meetings, as well as the Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules, that came into effect since 1st January, 2009. The major amendments include, among others, the following:

- (1) subject to other minimum period as may be specified in the Listing Rules from time to time:
 - (a) an annual general meeting shall be called by not less than twenty-one clear days' notice or twenty clear business days' notice, whichever is the longer;
 - (b) a meeting called for the passing of a special resolution shall be called by not less than twenty-one clear days' notice or twenty clear business days' notice, whichever is the longer;
 - and (c) a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than fourteen days' notice or ten clear business days' notice, whichever is the longer;

- (2) to provide that voting on all resolutions at general meetings shall be taken by way of poll, together with the incidental changes;
- (3) to allow capitalisation of reserves and funds of the Company for distribution among the members or any class of members of the Company in the same proportions, as well as such other proportions as the members may determine (which flexibility is not provided under the existing Bye-laws), so as to provide flexibility to the Company in utilizing the Company's reserve; and
- (4) to enable the Company to send corporate communication to the shareholders by electronic means pursuant to rule 2.07A of the Listing Rules.

A summary of the changes to the existing Bye-laws as contained in the new Bye-laws is set out 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.”
-----------------	--

- (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). ”

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have confirmed that the proposed amendments comply with the requirements of the Listing Rules and the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments for a company incorporated under the laws of Bermuda and listed on the Stock Exchange.

The adoption of the new Bye-laws is subject to the approval of the shareholders by way of passing a special resolution at the AGM.

ANNUAL GENERAL MEETING

You will find on pages 15 to 22 of this circular a notice of the AGM to be held at 10:00 a.m. on 28th July, 2010 at Tang Room I, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong. Voting at the AGM will be taken by poll.

Resolution no. 5A will be proposed as an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with shares of the Company with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 5B will be proposed as an ordinary resolution to give a general mandate to the Directors to make on-market purchases of shares of the Company of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 5C will be proposed as an ordinary resolution to extend resolution no. 5A to include 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 pursuant to resolution no. 5B.

Resolutions no. 6A and 6B will be proposed as special resolutions to effect the amendments of the Bye-laws (including the adoption of an amended and restated Bye-laws).

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish and in such event, the proxy shall be deemed to be revoked.

RE-ELECTION OF DIRECTORS

Resolutions will be proposed at the AGM for re-election of Messrs. Lui Shing Chung, Victor and Lo Wing Man as Directors according to the Bye-laws. Their particulars are as follows:

Mr. Lui Shing Chung, Victor, aged 47, has overall responsibility for the operational system of the Group. Prior to joining the Group in June 1993, he worked for an international telecommunications company for 6 years. Mr. Lui holds a Bachelor Degree in Electrical Engineering from the University of Wisconsin, USA.

Mr. Lui Shing Chung, Victor is entitled to basic annual salaries of HK\$1,440,000, the Group's provident fund contributions and discretionary year end bonuses, which are determined with reference to his respective duties and responsibilities, time, effort and expertise contributed to the Group's affairs, the prevailing market conditions and the Group's performance.

Messrs. Lui Shing Ming, Brian, Lui Shing Cheong and Lui Shing Chung, Victor (all being executive Directors) are brothers.

As at the Latest Practicable Date, Harmony Link held 318,895,286 Shares, representing about 52.56% of the issued share capital of the Company. Harmony Link is owned as to approximately 48.4% by The Lui Family Company Limited as trustee of The Lui Unit Trust. All units of the Lui Trust, except one which is held by Mr. Lui Shing Ming, Brian, are held by Trident Trust Company (B.V.I.) Limited as trustee of a discretionary trust, the discretionary objects of which include, among others, Mr. Lui Shing Chung, Victor. Mr. Lui Shing Chung, Victor is deemed to have interested in all the shares held by Harmony Link under the SFO for being a discretionary object of the discretionary trust. Mr. Lui Shing Chung, Victor is also beneficially interested in approximately 14.59% of the issued share capital of Harmony Link as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Lui Shing Chung, Victor and his spouse are beneficially interested in 3,906,250 Shares and 1,562,500 Shares respectively, representing about 0.64% and about 0.26% of the Company's issued share capital respectively. Mr. Lui Shing Chung, Victor is deemed to be interested in all the Shares held by his spouse under the SFO.

Mr. Lo Wing Man, aged 56, is the Managing Director of Chun Ming Engineering Co., Ltd., which is licensed as a Registered Lift and Escalator Contractor. Mr. Lo holds a Bachelor of Science Degree from the University of Wisconsin, USA. He is also the Chairman of the board of directors of Chun Ming Elevators (China) Ltd., which runs an elevator services operation in Zhuhai, the PRC.

Mr. Lo Wing Man is entitled to director's fee of HK\$140,000 per annum which is subject to review by the board of the Company from time to time with reference to his respective duties and responsibilities. Mr. Lo does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

The abovenamed Directors did not have any directorship in listed public companies in the last three years.

The abovenamed Directors do not have any service contract with the Company. They are not appointed for a specific term but are subject to retirement by rotation in annual general meetings of the Company in accordance with the Bye-laws.

The abovenamed Directors confirm that save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

RECOMMENDATION

The Directors consider that the proposed granting of the mandates to issue and repurchase shares of the Company and the amendments to the Bye-laws are in the interest of the Company and so recommend you to vote in favour of the relevant resolutions at the AGM. The Directors will vote all their shareholdings in favour of such resolutions.

Yours faithfully,
By order of the Board
Lui Shing Ming, Brian
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

(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.”
-----------------	--

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

(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.”

NOTICE OF ANNUAL GENERAL MEETING

(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

NOTICE OF ANNUAL GENERAL MEETING

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).”

NOTICE OF ANNUAL GENERAL MEETING

- 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.