



THE QUAYPOINT CORPORATION LIMITED

紀翰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2330)

NOTICE OF ANNUAL GENERAL MEETING

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*

- (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

- (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

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 reelection pursuant to Article 86(3) of the Articles of Association of the Company.