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## **Futong Technology Development Holdings Limited**

**富通科技發展控股有限公司**

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

**(Stock code: 465)**

### **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Futong Technology Development Holdings Limited (the “Company”) will be held at 43rd Floor, Gloucester Tower, 15 Queen’s Road Central, The Landmark, Hong Kong at 9:30 a.m. on 19 May 2010 (Wednesday), for the following purposes:

1. To receive, consider and approve the Company’s audited financial statements and the reports of directors and auditors for the year ended 31 December 2009.
2. To re-elect the following Company’s directors and authorize the board of directors of the Company to fix their remuneration:
  - (a) Mr. Chen Jian;
  - (b) Ms. Zhang Yun;
  - (c) Mr. Guan Tao;
  - (d) Mr. Lee Kwan Hung;
  - (e) Mr. Yuan Bo; and
  - (f) Mr. Ho Pak Tai Patrick.
3. To re-appoint KPMG as the Company’s auditors and authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

#### ORDINARY RESOLUTIONS

4. **“THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the **“Shares”**) and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution number 4 set out in this notice of annual general meeting (**“Resolution 4”**) shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and warrants 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 pursuant to the approval in paragraph (a) of this Resolution 4, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of the Shares or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed of 20 per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution 4, and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution 4:

**“Relevant Period”** means the period from the passing of this Resolution 4 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 4 by the passing of an ordinary resolution by the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems 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).”

5. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution number 5 set out in this notice of annual general meeting (“**Resolution 5**”) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 5:

“**Relevant Period**” means the period from the passing of this Resolution 5 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 5 by the passing of an ordinary resolution by the shareholders in general meeting.”

6. “**THAT** subject to the passing of Resolution 4 and Resolution 5, the general mandate referred to in Resolution 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate referred to in Resolution 5 above provided that such amount shall not exceed ten per cent (10%) of the existing issued share capital of the Company at the date of passing this resolution number 6.”

By order of the Board  
**Futong Technology Development Holdings Limited**  
**Chen Jian**  
*Chairman*

Hong Kong, 19 April 2010

*Principal place of business in Hong Kong:*

Rooms 929-935, 9th Floor

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

**Notes:**

- (1) Any member of the Company entitled to attend and vote at the annual general meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his/her behalf at the annual general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. On poll, votes may be given either personally or by proxy.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (3) The instrument appointing a proxy and (if required by the board of the Company) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting.
- (4) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the annual general meeting convened, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (5) A form of proxy for use at the annual general meeting is enclosed.
- (6) Where there are joint holders of any share in the Company, any one of such holders may vote at the annual general meeting either personally or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one such joint holders be present at the annual general meeting or any adjournment thereof personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof in person or by proxy (as the case may be).
- (7) The voting on the above resolutions at the AGM will be conducted by way of poll.
- (8) With reference to resolution number 2 above, Mr. Chen Jian and Ms. Zhang Yun will retire by rotation, Mr. Guan Tao, Mr. Lee Kwan Hung, Mr. Yuan Bo and Mr. Ho Pak Tai Patrick, being Directors appointed during the year, will hold office till the AGM pursuant to the articles of association of the Company. All of them will retire and, being eligible, offer themselves for re-election at the AGM. Details of the above-mentioned Directors are set out in the circular of the Company dated 19 April 2010.
- (9) With reference to Resolution 4, Resolution 5 and resolution number 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares or warrants or to repurchase any existing Shares pursuant to the relevant mandates.

*As at the date of this announcement, the executive Directors are Mr. Chen Jian, Ms. Zhang Yun and Mr. Guan Tao; and the independent non-executive Directors are Mr. Lee Kwan Hung, Mr. Yuan Bo and Mr. Ho Pak Tai Patrick.*