



E. BON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

怡 邦 行 控 股 有 限 公 司

(Stock Code: 599)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of E. Bon Holdings Limited (“the Company”) will be held at Plaza I-III, Lower Lobby, 238 Jaffe Road, Novotel Century Hong Kong Hotel, Wanchai, Hong Kong on Monday, 8 September 2008 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditors’ report for the year ended 31 March 2008;
2. To declare a final dividend;
3. To re-elect Directors and authorize the Board of Directors to fix the Directors’ remuneration;
4. To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

The Ordinary Resolution:

- (1) **“THAT**, subject to the approval of the Listing Committee of the Stock Exchange of Hong Kong Limited, for the listing of and permission to deal in up to 21 million new ordinary shares of HK\$0.1 each in the Company to be issued hereunder, a sum of up to HK\$2.1 million (“the Sum”) from the share premium of the Company, which stood at approximately HK\$93 million at Company level, based on the audited financial statements of the Company for the financial year ended 31 March 2008, be capitalised;

AND

- (2) **THAT** the Directors of the Company (“Directors”) be and are hereby authorised to:
 - (i) apply the Sum in paying up in full at par up to 21 million new ordinary shares (“Bonus Shares”) of the Company’s unissued shares which, upon allotment and issue, the Bonus Shares shall rank pari passu in all respects with the then existing shares, save and except that the Bonus Shares shall not be entitled to any of the proposed final dividend for the year ended 31 March 2008;
 - (ii) make the necessary applications and do all things necessary at the appropriate time or times to the Listing Committee of The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the Bonus Shares in The Stock Exchange of Hong Kong Limited which will be allotted and issued pursuant to the proposed bonus issue of shares;

- (iii) allot and issue of such Bonus Shares as paid-up amongst the shareholders of the Company whose names appear in the register of members of the Company as at the close of business on Monday, 8 September 2008, in the proportion of one (1) new Bonus Shares for every Ten (10) existing ordinary shares then and that no fractional shares (if any) shall be issued and shares representing fractions shall be aggregated and sold for the benefit of the Company (in accordance with Article 144 of the Company); and
 - (iv) sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to and implement the proposed bonus issue of shares with full power to assent to any modifications, conditions, variations and/or amendments that may be required by the Listing committee of The Hong Kong Stock Exchange Limited.
- (3) **THAT** the Bonus Shares so allotted shall be treated for all purposes as an increase of the capital held by such shareholder and not as income.”
6. To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the articles of association of the Company to be held.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) or securities convertible into Shares 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) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power during or 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) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of shares or rights to acquire Shares 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 the passing of this Resolution and the said approval shall be limited accordingly;
- (d) for the purpose 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 following the passing of this Resolution;
- (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the articles of association of the Company to be held.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to 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 (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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

8. To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of Ordinary Resolutions numbered 6 and 7 above, the general mandate granted to the Directors pursuant to Ordinary Resolution numbered 7 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution numbered 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

By Order of the Board
IP Fu Wa, Benthony
Secretary

Hong Kong, 23 June 2008

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:
16th-18th Floor
First Commercial Building
33 Leighton Road
Causeway Bay, Hong Kong

Notes:

- (a) A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting.
- (c) The register of members will be closed from Tuesday, 2 September 2008, to Monday, 8 September 2008, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and the Bonus Shares and to determine the identity of the shareholders entitled to attend and vote at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 1 September 2008.
- (d) A circular to shareholders of the Company dated 23 June 2008 containing further details regarding Resolutions numbered 5 to 8 above will be sent to shareholders together with the 2008 Annual Report.
- (e) With regard to item no.3 in this notice, details of the retiring Directors, namely Messrs. TSE Sun Fat, Henry, LAU Shiu Sun, FUNG Cheuk Hang, Jackie and WAN Sze Chung, Wilson proposed be re-elected as Directors of the Company are set out in the Appendix I to the circular to shareholders of the Company dated 23 June 2008.

As at the date hereof, the Board of Directors comprises nine Directors, of which six are Executive Directors, namely Messrs. TSE Sun Fat, Henry, TSE Sun Po, Tony, TSE Sun Lung, Alan, LAU Shiu Sun, YICK Kai Chung and FUNG Cheuk Hang, Jackie and three are Independent Non-Executive Directors, namely Messrs. LEUNG Kwong Kin, JP, WONG Wah, Dominic and WAN Sze Chung, Wilson.