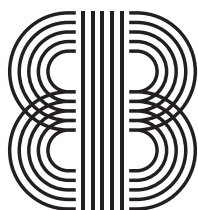


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **E. Bon Holdings Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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

**怡 邦 行 控 股 有 限 公 司**

(Stock Code: 599)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO REPURCHASE  
SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of E. Bon Holdings Limited to be held at Plaza I-II, Lower Lobby, 238 Jaffe Road, Novotel Century Hong Kong Hotel, Wanchai, Hong Kong on Wednesday, 9 September 2009 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A proxy form for your use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting should you so desire.

Hong Kong, 18 June 2009

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## DEFINITIONS

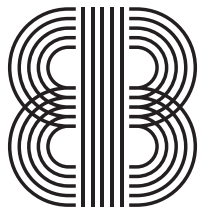
*In this circular, the following expressions have the following meanings unless the context requires otherwise:–*

“Annual General Meeting”	the annual general meeting of the Company to be held at Plaza I-II, Lower Lobby, 238 Jaffe Road, Novotel Century Hong Kong Hotel, Wanchai, Hong Kong on Wednesday, 9 September 2009 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Company”	E. Bon Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	12 June 2009 being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.5 of the notice of the Annual General Meeting
“Share(s)”	share(s) of \$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	registered holder(s) of Shares

## DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in resolution no. 6 up to a maximum of 20 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

## LETTER FROM THE CHAIRMAN



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

**怡邦行控股有限公司**

(Stock Code: 599)

*Executive Directors:*

Mr. TSE Sun Fat, Henry (*Chairman*)  
Mr. TSE Sun Po, Tony (*Managing Director*)  
Mr. YICK Kai Chung  
Mr. LAU Shiu Sun  
Mr. FUNG Cheuk Hang, Jackie  
Mr. TSE Hon Kit, Kevin

*Independent Non-executive Directors:*

Mr. LEUNG Kwong Kin, JP.  
Mr. WONG Wah, Dominic  
Mr. WAN Sze Chung, Wilson

*Registered Office:*

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

*Head Office and Principal Place  
of Business in Hong Kong:*

16th-18th Floors  
First Commercial Building  
33 Leighton Road  
Causeway Bay  
Hong Kong

Hong Kong, 18 June 2009

*To the shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO REPURCHASE  
SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of directors; (ii) the granting of the Share Issued Mandate to the Directors; (iii) the granting of the Repurchase Mandate to the Directors; and (iv) the extension of the Share Issued Mandate by adding to it the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

## LETTER FROM THE CHAIRMAN

The purpose of this circular is to provide you with information regarding the proposed re-election of directors, the proposed Repurchase Mandate, Share Issue Mandate and the extension of the Share Issue Mandate and to seek your approval of the ordinary resolutions relating to these matters at the Annual General Meeting.

### RE-ELECTION OF THE RETIRING DIRECTORS

The board of directors currently comprises nine Directors, namely Messrs. TSE Sun Fat, Henry, TSE Sun Po, Tony, YICK Kai Chung, LAU Shiu Sun, FUNG Cheuk Hang, Jackie, TSE Hon Kit, Kevin, LEUNG Kwong Kin, J.P., WONG Wah, Dominic and WAN Sze Chung, Wilson.

Pursuant to Articles 86(3) and 87 of the Articles of Association of the Company, Messrs. TSE Sun Po, Tony, YICK Kai Chung, TSE Hon Kit, Kevin and LEUNG Kwong Kin, *J.P.* will be retiring from their respective offices at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the Directors proposed to be re-elected in the Annual General Meeting are set out in Appendix I to this circular.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company had at the annual general meeting held on 8 September 2008 given a general mandate to the Directors to exercise the power of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution no. 5 in the Repurchase Resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 231,000,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 23,100,000 Shares.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix II to this circular.

### GENERAL MANDATE TO ISSUE SHARES

The Company had at the annual general meeting held on 8 September 2008 given a general mandate to the Directors to exercise the power of the Company to issue Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

## LETTER FROM THE CHAIRMAN

It will also be proposed at the Annual General Meeting the following two ordinary resolutions respectively:- (i) granting to the Directors the Share Issue Mandate, and (ii) authorising an extension of the limit of the Share Issue Mandate so granted by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 231,000,000 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 46,200,000 Shares representing 20% of the issued share capital of the Company as at the date of the Latest Practicable date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 6 and 7 respectively of the notice of Annual General Meeting.

### ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve the re-election of directors, the Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate. The notice of Annual General Meeting is set out on pages 14 to 17 of this circular.

### ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch 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 appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE CHAIRMAN

### RECOMMENDATION

The Directors are pleased to recommend the retiring Directors, details of whom are set out in Appendix I to this circular, for re-election in the Annual General Meeting. The Directors consider that the Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting to give effect to them.

Yours faithfully  
By Order of the Board  
**TSE Sun Fat, Henry**  
*Chairman*

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting in accordance with the Articles of Association:

1. Mr. TSE Sun Po, Tony, aged 50, joined the Group in 1979. He was appointed as an executive director of the Company on 28 January 2000. He is the managing director of the Company and a director of nine subsidiaries of the Group. Mr. TSE has over 25 years of experience in the trading of building materials. He is responsible for the retail business of the Group. Mr. TSE also assists in the strategic planning and management of the Group. He is a brother of Mr. TSE Sun Fat, Henry, the Chairman of the Company. He is also an uncle of Mr. TSE Hon Kit, Kevin, an executive director of the Group. Mr. TSE is a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. TSE has a beneficial interest in New Happy Times Limited which holds 16,467,518 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, which is 7.13% of the total issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable date, (i) Mr. TSE has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Mr. TSE has entered into a service contract with the Company for a term of three years commencing on 1 March 2000 and continuing thereafter unless terminated by either party with at least three months advance notice in writing. According to the Articles of Association of the Company, Mr. TSE will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director's fee of Mr. TSE is determined by the Board of directors as to be authorised by the shareholders of the Company at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. TSE is currently entitled to receive the salary of HK\$1,018,000 per annum which is subject to annual review by the board of directors. In addition, Mr. TSE is entitled to receive discretionary bonuses or other benefits as may be decided by the Board having regard to his performance and duties, the Company's performance and profitability and the prevailing market conditions. For the year ended 31 March 2009, Mr. TSE received emoluments in a total sum of HK\$1,030,000.

Save as disclosed above, Mr. TSE has confirmed that there are no other matters that need to be brought to the attention of the shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

2. Mr. YICK Kai Chung, aged 50, joined the Group in 1979. Mr. YICK was appointed as an executive director of the Company on 13 July 2004. He is a member of the remuneration committee of the Company and a director of five subsidiaries of the Group. He is responsible for overseeing major financial statements and wholesale business of the Group and products sourcing and technical support. As at the Latest Practicable date, Mr. YICK holds 6,076,674 shares of Company within the meaning of Part XV of the Securities and Future Ordinance (“SFO”), which is 2.63% of the total issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable date, (i) Mr. YICK has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

There is no service contract entered into between the Company and Mr. YICK. He is not appointed for a specific term and is subject to retirement by rotation and re-election at annual general meeting at least once every three years in accordance with the Articles of Association of the Company. The Director’s fee of Mr. YICK is determined by the Board of directors as to be authorised by the shareholders of the Company at annual general meeting and by reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. YICK is currently entitled to receive the salary of HK\$847,000 per annum which is subject to annual review by the board of directors. In addition, Mr. YICK is entitled to receive discretionary bonuses or other benefits as may be decided by the Board having regard to his performance and duties, the Company’s performance and profitability and the prevailing market conditions. For the year ended 31 March 2009, Mr. YICK received emoluments in a total sum of HK\$859,000.

Save as disclosed above, Mr. YICK has confirmed that there are no other matters that need to be brought to the attention of the shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

3. Mr. TSE Hon Kit, Kevin, aged 29, joined the Group since 2004. Mr. TSE was appointed as an executive director of the Company on 8 September 2008 and he is a director of three subsidiaries of the Group. Graduated from University of Toronto with a bachelor degree of Commerce, he is responsible for internal information technology development and the marketing of products distributed by the Group. Mr. TSE is a nephew of Mr. TSE Sun Fat, Henry, the Chairman of the Group and Mr. TSE Sun Po, Tony, the Managing Director of the Group. Mr. TSE is a substantial shareholder of the Company. As at the Latest Practicable date, Mr. TSE has a beneficial interest in Universal Star Group Limited which holds 40,034,804 shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (“SFO”), which is 17.33% of the total issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable date, (i) Mr. TSE has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Mr. TSE has entered into a service contract with the Company for a term of three years commencing on 8 September 2008 and continuing thereafter unless terminated by either party with at least three months advance notice in writing.

According to the Articles of Association of the Company, Mr. TSE will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director’s fee of Mr. TSE is determined by the Board of directors as to be authorised by the shareholders of the Company at annual general meeting and by reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. TSE is currently entitled to receive a salary of HK\$40,000 per month is subject to annual review by the board of directors. In addition, Mr. TSE is entitled to receive discretionary bonuses or other benefits as may be decided by the Board having regard to his performance and duties, the Company’s performance and profitability and the prevailing market conditions. For the year ended 31 March 2009, Mr. TSE received emoluments in a total sum of HK\$382,000.

Save as disclosed above, Mr. TSE has confirmed that there are no other matters that need to be brought to the attention of the shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

4. Mr. LEUNG Kwong Kin *J.P.*, aged 62, was appointed as an independent non-executive director of the Company on 28 January 2000. He is also the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. LEUNG holds a Master of Business Administration Degree from the University of East Asia, Macau (now known as “the University of Macau”). Mr. LEUNG is a senior practicing director of Wong Lam Leung & Kwok C.P.A. Limited. He is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Association of International Accountants. Mr. LEUNG is also an associate of the Institute of Chartered Accountants in England & Wales, the Taxation Institute of Hong Kong, the member of the Macau Society of Certified Practising Accountants, the Society of Chinese Accountants & Auditors, the Chartered Management Institute and the International Institute of Management. Mr. LEUNG is an Independent Non-executive Director of Chevalier Pacific Holdings Limited, a company listed on the Stock Exchange.

Save as disclosed above, as at the Latest Practicable date, (i) Mr. LEUNG has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Mr. LEUNG has entered into a service contract with the Company for an initial fixed term of one year and thereafter shall continue for further successive periods of one year, provided that the Company may terminate the contracts at the end of each one year period by giving the other party at least one month’s notice in writing thereof. According to the Articles of Association of the Company, Mr. LEUNG will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. Under the service contract, Mr. LEUNG is entitled to receive a basic remuneration of HK\$108,000 per annum which is subject to annual review by the board of directors and by reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, Mr. LEUNG has confirmed that there are no other matters that need to be brought to the attention of the shareholders in connection with his re-election and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 231,000,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 23,100,000 Shares representing 10% of the issued share capital of the Company as at the date of the Latest Practicable date.

## **2. REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association and Articles of Association, the Companies Law of the Cayman Islands and any other applicable law.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 March 2009 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and for the month of June 2009 up to the Latest Practicable Date were as follows:–

	Shares Traded Price	
	Highest HK\$	Lowest HK\$
<b>2008</b>		
June	1.2000	0.9090
July	0.9450	0.8730
August	1.0000	0.8800
September	0.8900	0.6000
October	0.7000	0.3300
November	0.4600	0.3600
December	0.5300	0.3750
<b>2009</b>		
January	0.4300	0.3950
February	0.4500	0.3900
March	0.5500	0.4000
April	0.6000	0.4850
May	0.8500	0.5500
June (up to the Latest Practicable Date)	0.8600	0.7600

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Articles of Association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following interests in the Shares were recorded in the register kept by the Company pursuant to Section 336(1) of the SFO:

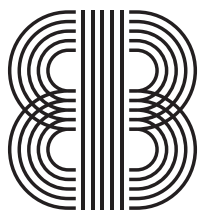
Name of Shareholder	Number of ordinary shares beneficial held at the Latest Practicable Date	Percentage of existing issued share capital of the Company	Percentage of existing issued share capital of the Company if Repurchase Mandate was exercised in full
Universal Star Group Limited	40,034,804	17.33%	19.26%
Tse Hon Kit, Kevin	40,034,804	17.33%	19.26%
Happy Voice Limited	28,300,465	12.25%	13.61%
New Happy Times Limited	16,467,518	7.13%	7.92%
Tse Sun Po, Tony	16,467,518	7.13%	7.92%
Fast Way Management Limited	13,805,105	5.98%	6.64%
Tse Sun Fat, Henry	13,805,105	5.98%	6.64%

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code. The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25 per cent of the issued share capital of the Company.

## 7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## NOTICE OF ANNUAL GENERAL MEETING



**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-II, Lower Lobby, 238 Jaffe Road, Novotel Century Hong Kong Hotel, Wanchai, Hong Kong on Wednesday, 9 September 2009 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 2009;
2. To declare a final dividend;
3. To re-elect Directors and authorise the Board of Directors to fix the Directors' remuneration;
4. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration;
5. 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

## NOTICE OF ANNUAL GENERAL MEETING

- (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.”

6. 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

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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).”

7. 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 5 and 6 above, the general mandate granted to the Directors pursuant to Ordinary Resolution numbered 6 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 5, 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, 18 June 2009

## NOTICE OF ANNUAL GENERAL MEETING

*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 Thursday, 3 September 2009, to Wednesday, 9 September 2009, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend 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 Wednesday, 2 September 2009.
- (d) A circular to shareholders of the Company dated 18 June 2009 containing further details regarding Resolutions numbered 5 to 7 above will be sent to shareholders together with the 2009 Annual Report.
- (e) With regard to item no.3 in this notice, details of the retiring Directors, namely Messrs. TSE Sun Po, Tony, YICK Kai Chung, TSE Hon Kit, Kevin and LEUNG Kwong Kin, J.P. proposed be re-elected as Directors of the Company are set out in Appendix I to the circular to shareholders of the Company dated 18 June 2009.
- (f) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

*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, LAU Shiu Sun, YICK Kai Chung, FUNG Cheuk Hang, Jackie and TSE Hon Kit, Kevin and three are Independent Non-executive Directors, namely Messrs. LEUNG Kwong Kin, J.P., WONG Wah, Dominic and WAN Sze Chung, Wilson.*