
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 to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Meadville Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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Meadville Holdings Limited
美維控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 3313)

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

A notice convening the annual general meeting of Meadville Holdings Limited (“AGM”) to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2009 at 11:00 a.m., at which a number of matters including the above proposals will be considered, is set out on pages 13 to 17 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding the AGM and any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting and any adjourned thereof should you so wish.

DEFINITIONS

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

| | |
|-----------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2009 at 11:00 a.m. and, where the context so admits, any adjournment thereof; |
| “AGM Notice” | the notice convening the AGM as set out on pages 13 to 17 of this circular; |
| “Articles of Association” | the articles of association of the Company (as amended from time to time); |
| “Board” | the board of directors of the Company; |
| “Companies Law” | the Companies Law (2007 Revision) of the Cayman Islands and any amendments or other statutory notifications thereof; |
| “Company” | Meadville Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange; |
| “Director(s)” | the director(s) of the Company for the time being; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Latest Practicable Date” | 22 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining the information contained in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Memorandum of Association” | the memorandum of association of the Company (as amended from time to time); |

DEFINITIONS

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|----------------------------|---|
| “Ordinary Resolution(s)” | the proposed ordinary resolution(s) set out in the AGM Notice; |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time); |
| “Share(s)” | the share(s) of nominal value of HK\$0.01 each in the share capital of the Company; |
| “Share Issue Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot and issue or otherwise deal with the Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of Ordinary Resolution No. 5(1) set out in the AGM Notice; |
| “Share Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 5(2) set out in the AGM Notice; |
| “Shareholder(s)” | holder(s) of the Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “SuSih” | Su Sih (BVI) Limited, a company incorporated in the British Virgin Islands and being a substantial shareholder of the Company, of which Mr. Tang Hsiang Chien is the sole shareholder; |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers; and |
| “%” | per cent. |

LETTER FROM THE BOARD



Meadville Holdings Limited

美維控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 3313)

Executive Directors:

Mr. Tang Hsiang Chien (*Honourary Founding Chairman*)

Mr. Tang Chung Yen, Tom

(*Executive Chairman and Group Managing Director*)

Ms. Tang Ying Ming, Mai (*Vice Chairman*)

Mr. Chung Tai Keung, Canice (*Chief Executive Officer*)

Registered Office:

Clifton House

75 Fort Street

P.O. Box 1350 GT

George Town

Grand Cayman

Cayman Islands

Independent Non-executive Directors:

Mr. Lee, Eugene

Mr. Leung Kwan Yuen, Andrew

Dr. Li Ka Cheung, Eric

*Head office and principal
place of business:*

No. 4 Dai Shun Street

Tai Po Industrial Estate

Tai Po, New Territories

Hong Kong

30 April 2009

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information relating to the proposals for (i) the grant of the Share Repurchase Mandate and the Share Issue Mandate to the Directors; (ii) the extension of the Share Issue Mandate; and (iii) the re-election of certain Directors.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 2 June 2008, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to repurchase Shares in accordance with the Listing Rules. Such general mandate will lapse at the

LETTER FROM THE BOARD

conclusion of the forthcoming AGM. Ordinary Resolution No. 5(2) to approve the grant to the Directors of the Share Repurchase Mandate will therefore be proposed at the forthcoming AGM for the Shareholders' consideration and approval.

Assuming that Ordinary Resolution No. 5(2) approving the Share Repurchase Mandate as set out in the AGM Notice is passed by the Shareholders at the AGM and that no Shares are issued or repurchased prior to the date of the AGM, the Company will be allowed under the Share Repurchase Mandate to repurchase up to 196,400,000 Shares (being 10% of the Shares in issue as at the date of passing Ordinary Resolution No. 5(2) on the basis of the aforesaid assumption) during the period ending on the earliest of the date 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 the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Share Repurchase Mandate by an ordinary resolution passed by the Shareholders in a general meeting of the Company.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders to provide the requisite information of the Share Repurchase Mandate is set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 2 June 2008, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to allot, issue or otherwise deal with the Shares in accordance with the Listing Rules. Such general mandate will lapse at the conclusion of the forthcoming AGM. Ordinary Resolution No. 5(1) to approve the grant to the Directors of the Share Issue Mandate will therefore be proposed at the forthcoming AGM for the Shareholders' consideration and approval. In addition, Ordinary Resolution No. 5(3) will be proposed to extend the Share Issue Mandate by adding to it the number of Shares repurchased under the Share Repurchase Mandate.

Assuming that Ordinary Resolution No. 5(1) approving the Share Issue Mandate as set out in the AGM Notice is passed by the Shareholders at the AGM and that no Shares are issued or repurchased prior to the date of the AGM, the Company will be allowed under the Share Issue Mandate to allot, issue and deal with up to 392,800,000 new Shares (being 20% of the Shares in issue as at the date of passing Ordinary Resolution No. 5(1) on the basis of the aforesaid assumption) during the period ending on the earliest of the date 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 the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Share Issue Mandate by an ordinary resolution passed by the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

4. RE-ELECTION OF DIRECTORS

In accordance with article 106 of the Articles of Association, not less than one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Tang Chung Yen, Tom, Mr. Lee, Eugene and Mr. Leung Kwan Yuen, Andrew will retire by rotation at the forthcoming AGM. These retiring Directors, being eligible for re-election, will offer themselves for re-election.

Biographical details of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The AGM Notice, which contains, inter alia, the resolutions to approve the Share Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors are set out on pages 13 to 17 of this circular.

A form of proxy for use at the forthcoming AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM and any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting and any adjourned meeting should you so wish.

Pursuant to rule 13.39(4) of the Listing Rules, all the vote(s) of the Shareholders at the forthcoming AGM will be taken by poll and an announcement will be made by the Company on the results of the poll.

In accordance with article 72 of the Articles of Association, a poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

LETTER FROM THE BOARD

- (d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

6. RECOMMENDATION

The Board considers that the proposals for the Share Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that you should vote in favour of the resolutions to be proposed at the forthcoming AGM.

7. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
Meadville Holdings Limited
Tang Chung Yen, Tom
Executive Chairman and Group Managing Director

This Appendix serves as an explanatory statement as required to be sent to the Shareholders under the Listing Rules, to provide requisite information to you for your consideration.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,964,000,000 Shares.

Subject to the passing of the Ordinary Resolution approving the Share Repurchase Mandate as set out in the AGM Notice and on the basis that no Shares will be issued or repurchased prior to the date of the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase up to 196,400,000 Shares (being 10% of the Shares in issue as at the date of passing the Ordinary Resolution approving the Share Repurchase Mandate set out in the AGM Notice) during the period ending on the earliest of the date 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 the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Share Repurchase Mandate by an ordinary resolution passed by the Shareholders in a general meeting of the Company.

2. REASON FOR REPURCHASES

The Directors consider that the mandate will provide the Company with flexibility to make repurchases of Shares when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association, the Articles of Association and the applicable laws and regulations of the Cayman Islands and the Listing Rules. Pursuant to the Share Repurchase Mandate, repurchase will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased or, if authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital of the Company. The Company may not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the Listing Rules from time to time. And such repurchase may not be made if, on the date the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

4. GENERAL

As compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2008, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS AND THEIR ASSOCIATES AND CONNECTED PERSON

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

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or that he/she has undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders and exercised by the Directors.

6. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months period immediately preceding the Latest Practicable Date.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise Share Repurchase Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws and regulations of the Cayman Islands.

8. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Tang Hsiang Chien and his associates are beneficially interested in 1,417,561,000 Shares representing approximately 72.17% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, then, (if the present shareholdings otherwise remain the same) the interest of Mr. Tang Hsiang Chien and his associates in the Company would be increased to approximately 80.19% of the issued share capital of the Company. The Directors believe that such an increase will not give rise to an obligation to make a mandatory offer under rules 26 and 32 of the Takeover Code.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the number of Shares held by the public may fall below 25%. However, the Directors do not intend to exercise the Share Repurchase Mandate so as to reduce the issued share capital of the Company in public hands to less than 25% (or the relevant prescribed minimum percentage to be held by the public as required by the Stock Exchange from time to time).

9. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months preceding the Latest Practicable Date:

| | Per Share | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2008 | | |
| April | 1.99 | 1.80 |
| May | 2.23 | 1.85 |
| June | 2.17 | 1.83 |
| July | 1.87 | 1.68 |
| August | 1.97 | 1.62 |
| September | 1.95 | 1.41 |
| October | 1.72 | 0.76 |
| November | 1.05 | 0.87 |
| December | 0.89 | 0.78 |
| 2009 | | |
| January | 0.91 | 0.63 |
| February | 0.93 | 0.67 |
| March | 0.90 | 0.66 |
| April (up to the Latest Practicable Date) | 1.15 | 0.84 |

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Tang Chung Yen, Tom *JP*, aged 48, joined the Group in 1991 and is an Executive Director, Executive Chairman and Group Managing Director of the Company. Mr. Tang is also the Chairman of the Executive Committee of the Company. He is responsible for the leadership and effective running of the Board. Mr. Tang is a director of certain subsidiaries of the Company. He has been the honorary chairman of Hong Kong Printed Circuit Association Limited since 2005. He is the chairman of The Hong Kong Exporters' Association, The Hong Kong Standards and Testing Centre Limited and The Hong Kong Safety Institute Limited respectively as well as a board member of Hong Kong Science and Technology Parks Corporation. Mr. Tang is also a council member of Hong Kong Trade Development Council, an advisory committee member of Innovation and Technology Advisory Committee of Hong Kong Trade Development Council, and a vice chairman of HK WuXi Trade Association Limited. Since 2008, he has been a member of Shanghai & Wuxi Committee of The Chinese People's Political Consultative Conference. Mr. Tang obtained a degree of Master of Business Administration from New York University. Save as disclosed, he has not held any directorship in any public listed companies in the last three years or any other major appointments with the Company or other members of the Group.

Mr. Tang is the son of Mr. Tang Hsiang Chien and the brother of Ms. Tang Ying Ming, Mai. He is also a director of SuSih, a substantial shareholder of the Company. Save as disclosed above, he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Tang has entered into a service agreement with the Company for an initial term of two years commencing on 1 January 2007. This service agreement continues thereafter until termination by not less than six months' notice in writing served by either party on the other or in accordance with other terms of such service agreement. For the year ended 31 December 2008, according to this service agreement, Mr. Tang has received emoluments in the aggregate sum of HK\$7,460,500 (including salary, commission, housing, reimbursement, allowances and discretionary bonus) which were determined having regard to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Mr. Tang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders 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.

Mr. Lee, Eugene, aged 60, joined the Company in January 2007 as an independent non-executive director and is currently the Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company. He has extensive experience in corporate finance and management, and currently acts as a financial and management advisor. Mr. Lee was previously an executive director of Esprit Asia Holdings Limited and president, chief operating officer and director of its controlling shareholder, Esprit de Corp (Far East) Limited. He was formerly an associate director in corporate finance at Wardley Limited (now part of The Hongkong and Shanghai Banking Corporation Limited) and a vice president at The Chase Manhattan Bank, N.A. (now known as JP Morgan Chase). Mr. Lee obtained a degree of Bachelor of Science from the Massachusetts Institute of Technology, a degree of Master of Science from Stanford University, and a degree of Master of Business Administration from Harvard Business School. Save as disclosed, he has not held any directorship in any public listed companies in the last three years or any other major appointments with the Company or other members of the Group.

Mr. Lee does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Lee has renewed his service contract with the Company for further term of two years commencing on 12 January 2009. For the year ended 31 December 2008, he has received a director's fee of HK\$480,000 in accordance with his appointment letter which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Mr. Lee does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders 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.

Mr. Leung Kwan Yuen, Andrew *SBS, JP*, aged 58, joined the Company in January 2007 as an independent non-executive director and is currently the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. He is currently a Legislative Councilor (Industrial First), chairman of the Hong Kong Productivity Council and the Vocational Training Council. He is the honorary president of Federation of Hong Kong Industries and honorary chairman of Textile Council of Hong Kong. Mr. Leung is also a member of the Hong Kong Trade Development Council and also serves on a number of public advisory bodies including the Greater Pearl River Delta Business Council. Mr. Leung has been an independent non-executive director of Dah Sing Banking Group Limited, a public company listed on the Stock Exchange since June 2004. He has also been a director of the Hong Kong Mortgage Corporation Limited since April 2007, and a non-executive director of the Mandatory Provident Fund Schemes Authority since March 2009. Mr. Leung obtained a degree of Bachelor of Science (Hons.) from University of Leeds and is a fellow of The Textiles Institute and Clothing and Footwear Institute in the United Kingdom. Save as disclosed, he has not held any directorship in any public listed companies in the last three years or any other major appointments with the Company or other members of the Group.

Mr. Leung does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Leung has renewed his service contract with the Company for a further term of two years commencing on 12 January 2009. For the year ended 31 December 2008, he has received a director's fee of HK\$360,000 in accordance with his appointment letter which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Mr. Leung does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders 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.

NOTICE OF ANNUAL GENERAL MEETING

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Meadville Holdings Limited
美維控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 3313)

NOTICE IS HEREBY GIVEN that annual general meeting of Meadville Holdings Limited (“**Company**”) will be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2009 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2008.
2. To declare a final dividend for the year ended 31 December 2008.
3. To re-elect directors and to authorise the board of directors to fix their remuneration.
4. To re-appoint auditor and to authorise the board of directors to fix its remuneration.
5. As a special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) subject to paragraph (b) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional unissued shares in the capital of the Company and to make or grant offers, agreements and options which will or might require the shares of the Company to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company

NOTICE OF ANNUAL GENERAL MEETING

pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription or conversion rights attaching to any warrants or any securities which are convertible into shares of the Company; or (iii) an issue of shares upon the exercise of options which may be granted 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 or any other person of shares or rights to acquire shares of the Company; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal value 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 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 memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), (subject to such exclusions 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 applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(2) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or 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 value of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes 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 memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** subject to the passing of resolutions nos. 5(1) and 5(2) above set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal in any additional unissued shares pursuant to resolution no. 5(1) above be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5(2) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution.”

By Order of the Board
Meadville Holdings Limited
Ng Sai Yee
Company Secretary

Hong Kong, 30 April 2009

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to 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 duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for the holding the meeting and any adjournment thereof.
- (2) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed for a period commencing from 27 May 2009 to 2 June 2009, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for receiving the final dividend and attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 26 May 2009.
- (5) With regard to the items nos. 3 and 5 set out in this notice, a circular containing details will be despatched to shareholders together with the 2008 annual report of the Company on 30 April 2009.
- (6) Each of the above resolutions will be put to vote by way of a poll at the annual general meeting.
- (7) As at the date of this notice, the board of directors of the Company comprises seven directors, of which Mr. Tang Hsiang Chien, Mr. Tang Chung Yen, Tom, Ms. Tang Ying Ming, Mai and Mr. Chung Tai Keung, Canice are executive directors, Mr. Lee, Eugene, Mr. Leung Kwan Yuen, Andrew and Dr. Li Ka Cheung, Eric are independent non-executive directors.