
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all 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, stockbroker 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 RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Meadville Holdings Limited (the "AGM") to be held at Pheasant Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong, on Friday, 25 May 2007 at 12:00 noon is set out on pages 16 to 19 of this circular. A form of proxy for use at the AGM is also enclosed.

Whether or not you intend to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Meadville Holdings Limited at its head office and principal place of business of the Company in Hong Kong at No.4 Dai Shun Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

27 April 2007

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DEFINITIONS

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

“AGM”	means the annual general meeting of the Company to be held at Pheasant Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 25 May 2007 at 12:00 noon;
“AGM Notice”	means the notice convening the AGM as set out on pages 16 to 19 of this circular;
“Articles of Association”	means the existing articles of association of the Company;
“Board”	means the board of directors of the Company;
“Company”	means Meadville Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“Companies Law”	means the Companies Law (2004 Revision) of the Cayman Islands and any amendments or other statutory notifications thereof;
“Directors”	means the directors of the Company for the time being;
“Group”	the Company and its subsidiaries;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	means 23 April 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum of Association”	means the existing memorandum of association of the Company;

DEFINITIONS

“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) as referred to in the AGM Notice;
“Share(s)”	means share(s) of HK\$0.01 each in the 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);
“Share Issue Mandate”	means a general mandate to the Directors to exercise the power of the Company to allot and issue Shares at any time during the period as set out in Ordinary Resolution No. 4 up to 20 per cent. of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 4;
“Share Repurchase Mandate”	means a general and unconditional mandate given to the Directors to exercise the power of the Company to repurchase at any time during the period as set out in Ordinary Resolution No. 5 up to 10 per cent. of the issued share capital of the Company at the date of passing of the Ordinary Resolution No. 5;
“Shareholder(s)”	means holder(s) of the Share(s);
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	means the Hong Kong Codes on Takeovers and Mergers and Share Repurchases.

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)

Directors:

Mr TANG Hsiang Chien
Mr TANG Chung Yen, Tom
Mr CHUNG Tai Keung, Canice
Ms TANG Ying Ming, Mai
Mr LEE, Eugene*
Mr LEUNG Kwan Yuen, Andrew*
Dr LI Ka Cheung, Eric*

(*Independent Non-executive Director)

Registered Office:

P.O. Box 1350 GT
Clifton House
75 Fort Street
George Town
Grand Cayman
Cayman Islands

*Head office and principal
place of business:*

No.4 Dai Shun Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

27 April 2007

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and the information relating to (i) the re-election of Directors; (ii) the grant of Share Issue Mandate; (iii) the grant of the Share Repurchase Mandate and (iv) the extension of the Share Issue Mandate; and to seek your approval of the resolutions relating to these matter at the AGM.

2. RE-ELECTION OF DIRECTORS

The Board currently comprises seven Directors, of which Mr TANG Hsiang Chien, Mr TANG Chung Yen, Tom, Mr CHUNG Tai Keung, Canice and Ms TANG Ying Ming, Mai are executive Directors, Mr LEE, Eugene, Mr LEUNG Kwan Yuen, Andrew and Dr LI Ka Cheung, Eric are independent non-executive Directors. Pursuant to the Articles

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106 and 110 of the Articles of Association, Mr TANG Hsiang Chien, Mr TANG Chung Yen, Tom, Mr CHUNG Tai Keung, Canice, Ms TANG Ying Ming, Mai, Mr LEE, Eugene, Mr LEUNG Kwan Yuen, Andrew and Dr LI Ka Cheung, Eric will retire at the AGM and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

Pursuant to the written resolutions passed by all Shareholders on 12 January 2007, a general mandate was given to the Directors to issue Shares and such general mandate was extended by adding to it the number of Shares repurchased under the general mandate to repurchase Shares granted on 12 January 2007.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an Ordinary Resolution No. 4 will be proposed to grant to the Directors the Share Issue Mandate in order to ensure flexibility and discretion to the Directors to issue any Shares. In addition, Ordinary Resolution No. 6 will be proposed to extend the Share Issue Mandate by adding to it the number of Shares repurchased under the Share Repurchase Mandate.

4. GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the written resolutions passed by all Shareholders on 12 January 2007, a general mandate was given to the Directors to repurchase Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an Ordinary Resolution No. 5 will be proposed at the AGM to grant the Share Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Share Repurchase Mandate is set out in the Appendix II hereto.

5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 16 to 19 of this circular to consider the resolutions relating to, inter alia, the re-election of Directors, the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate.

6. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the head office and principal place of business of the Company in

LETTER FROM THE BOARD

accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

7. PROCEDURE FOR DEMAND A POLL

Pursuant to the Article 72 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll), demanded or otherwise required under the Listing Rules. 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
- (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.

8. RECOMMENDATION

The Directors believe that the re-election of Directors, the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board of Directors
Meadville Holdings Limited
TANG Chung Yen, Tom
Executive Chairman & Group Managing Director

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr TANG Hsiang Chien GBS, OBE, JP

Mr TANG Hsiang Chien, aged 83, has been a Director of the Company since 27 September 2006 and is the Honourary Founding Chairman of the Company. Mr TANG founded the Group in 1985 and is currently the general manager of one of the Company's subsidiaries in the People's Republic of China ("PRC"). He is also a director of various members of the Group. Mr TANG has been a Hong Kong Affairs Advisor to the Government of the PRC. He also served as a member of the Standing Committee of the Chinese People's Political Consultative Conference, the Chairman of the Federation of Hong Kong Industries and of the Hong Kong Cotton Spinners Association and held a number of executive and advisory posts in other trade associations and public bodies over the last 50 years. Mr TANG was a board member of the Council of the Chinese University of Hong Kong and the Chairman of the New Asia College of the Chinese University of Hong Kong. Mr TANG is the Chairman of 上海唐君遠教育基金 (Shanghai Tang Tsun Yuan Education Fund) in Shanghai and the Peninsula Education Foundation in Hong Kong, which were both established with the objectives of promoting advanced education and sponsoring local students to further their studies. Mr TANG has more than 20 years of experience in the printed circuit board industry and over 50 years of experience in the cotton spinning and wool knitting business. Mr TANG also holds a honorary title as the Honourary Chairman of Guangdong Shengyi Sci. Tech Co., Ltd. ("GSST"), a company incorporated in the PRC whose shares are listed on the Shanghai Stock Exchange (stock code: 600183), in which the Company indirectly owns a 22.18% shareholding. Mr TANG obtained a Master of Science from the University of Illinois in the United States and an Honourary Doctorate in Social Science from the Chinese University of Hong Kong. Mr TANG is the father of Mr TANG Chung Yen, Tom and Ms TANG Ying Ming, Mai. Mr TANG is also a director of Su Sih (BVI) Limited ("SuSih"), a substantial shareholder of the Company, and Total Glory Holdings Limited ("Total Glory"), a wholly-owned subsidiary of SuSih. Save as disclosed above, he has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, he is deemed to be interested in 1,394,552,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 69.73% of the issued share capital 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 one year commencing on 1 January 2007 and shall continue thereafter until terminated by not less than six months' notice in writing served by

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

either party on the other or in accordance with other terms of the service agreement. His appointment is subject to retirement by rotation and re-election at the annual general meeting and vacation of office in accordance with the provisions of the Articles of Association. He will receive an annual salary of HK\$4,200,000 in accordance with his service agreement which is determined having regard to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and after considering the market emoluments for directors of other listed companies.

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 TANG Chung Yen, Tom JP

Mr TANG Chung Yen, Tom, aged 46, has been a Director of the Company since 27 September 2006 and is the Executive Chairman and Group Managing Director of the Company. He joined the Group in 1991, held various management positions and is currently the general manager of various subsidiaries of the Group in the PRC. He is also a director of various members of the Group. Mr TANG has served as the Honourary Chairman of the Hong Kong Printed Circuit Association Limited since 2005. He is a member of the Electronics & Electrical appliance Advisory Committee of the Hong Kong Trade Development Council, the Chairman of the Hong Kong Exporters' Association, the Chairman of the Electronics and Telecommunications Training Board of the Vocational Training Council, the Vice-Chairman of The Hong Kong Standards & Testing Centre, a board member of Hong Kong Safety Institute, a non-official board member of the Hong Kong Applied Science & Technology Research Institute Company Ltd., and a board member of Hong Kong Science & Technology Parks Corporation. Mr TANG holds a Master of Business Administration from New York University. On 1 July 2005, Mr TANG was appointed the honourable title of Justice of the Peace by the Government of the Hong Kong Special Administrative Region. Mr TANG is the son of Mr TANG Hsiang Chien and brother of Ms TANG Ying Ming, Mai. Mr TANG is also a director of SuSih and Total Glory. Save as disclosed above, he has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, he does not have any beneficial interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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 and shall continue thereafter until terminated by not less than six months' notice in writing served by

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

either party on the other or in accordance with other terms of the service agreement. His appointment is subject to retirement by rotation and re-election at the annual general meeting and vacation of office in accordance with the provisions of the Articles of Association. He will receive an annual salary of HK\$6,300,000 in accordance with his service agreement which is determined having regard to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and after considering the market emoluments for directors of other listed companies.

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 CHUNG Tai Keung, Canice

Mr CHUNG Tai Keung, Canice, aged 51, has been a Director of the Company since 27 September 2006 and is the Chief Executive Officer and a member of the Remuneration Committee and Nomination Committee of the Company. He joined the Group in 2005 as Deputy Managing Director and has been appointed as Chief Executive Officer since April 2006. He is also a director of various members of the Group. Prior to joining the Group, Mr CHUNG was an executive director of the Elec & Eltek International Holdings Limited, formerly a public company listed on the Stock Exchange from August 1993 to March 2005 and Elec & Eltek International Company Limited, a company listed on the Singapore Exchange Securities Trading Limited from April 1994 to March 2005. He had been Chief Executive Officer of Elec & Eltek Group's PCB business and held various management positions at Fairchild Semiconductors (HK) Limited, China Cement Company (Hong Kong) Limited, the Astec Group and Chen Hsong Machinery Co, Limited. Mr CHUNG graduated from the Hong Kong Polytechnic in 1979 in Accountancy. He is currently the Vice Chairman of the Hong Kong Printed Circuit Association Limited. Mr CHUNG is also a director of Total Glory. Save as disclosed above, he has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, he has beneficial interest in 48,064,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 2.40% of the issued share capital of the Company.

He does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr CHUNG has entered into a service agreement with the Company for an initial term of two years commencing on 1 January 2007 and shall continue thereafter until terminated by not less than six months' notice in writing served by either party on the other or in accordance with other terms of the service

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

agreement. His appointment is subject to retirement by rotation and re-election at the annual general meeting and vacation of office in accordance with the provisions of the Articles of Association. He will receive an annual salary of HK\$5,600,000 in accordance with his service agreement which is determined having regard to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and after considering the market emoluments for directors of other listed companies.

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.

Ms TANG Ying Ming, Mai

Ms TANG Ying Ming, Mai, aged 47, has been a Director of the Company since 28 August 2006 and is the Chief Financial Officer and a member of the Remuneration Committee and Nomination Committee of the Company. She is also a director of various members of the Group. She joined the Group in 2000 as director of various Group companies and has been appointed as Chief Financial Officer since 2005. Prior to joining the Group, Ms TANG was the Chief Financial Officer of Cashmere House in California for over 10 years. Since May 2005, she has also served as a director of GSST. Ms TANG obtained a Bachelor of Science from the University of California, a Master of Science from Stanford University and a Master of Business Administration from New York University. Ms TANG is the daughter of Mr TANG Hsiang Chien and sister of Mr TANG Chung Yen, Tom. Ms TANG is also a director of SuSih and Total Glory. Save as disclosed above, she has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, she does not have any beneficial interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, she does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms TANG has entered into a service agreement with the Company for an initial term of two years commencing on 1 January 2007 and shall continue thereafter until terminated by not less than six months' notice in writing served by either party on the other or in accordance with other terms of the service agreement. Her appointment is subject to retirement by rotation and re-election at the annual general meeting and vacation of office in accordance with the provisions of the Articles of Association. She will receive an annual salary of HK\$5,320,000 in accordance with her service agreement which is determined having regard to her duties and responsibilities with the Company, the Company's performance, prevailing market conditions and after considering the market emoluments for directors of other listed companies.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, there are no other matters relating to her 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

Mr LEE, Eugene, aged 58, has been an independent non-executive Director since 12 January 2007 and is also the Chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company. He has extensive experience in corporate finance and management, and currently acts as a financial and management advisor. He was also a director for Elec & Eltek International Holdings Limited, formerly a public company listed on the Stock Exchange from May 1997 to March 2005 and a director of Elec & Eltek International Company Limited, a company listed on the Singapore Exchange Securities Trading Limited from March 2003 to February 2005. He previously was 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 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 holds a Bachelor of Science from the Massachusetts Institute of Technology, a Master of Science from Stanford University, and a Master of Business Administration from Harvard Business School. Save as disclosed above, he has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, he does not have any beneficial interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

He does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr LEE has been appointed for a term of two years commencing on 12 January 2007. His appointment is subject to retirement by rotation and re-election at the annual general meeting and vacation of office in accordance with the provisions of the Articles of Association. He will receive a director's fee of HK\$480,000 per year in accordance with his appointment letter which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and after considering the market emoluments for directors of other listed companies.

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.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr LEUNG Kwan Yuen, Andrew, SBS, JP

Mr LEUNG Kwan Yuen, Andrew, aged 56, has been an independent non-executive director since 12 January 2007 and is the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. He is currently a Legislative Councillor (Industrial First), Chairman of the Hong Kong Productivity Council and Chairman of the Vocational Training Council. He is also the Honourary President of Federation of Hong Kong Industries and Honourary Chairman of Textile Council of Hong Kong. Mr LEUNG is a member of the Hong Kong Trade Development Council and serves on a number of public advisory bodies including the Textiles Advisory Board, the Greater Pearl River Delta Business Council, Commission on Strategic Development - Commission on Economic Development and Economic Cooperation with the Mainland. Mr LEUNG has served as an independent non-executive director of Dah Sing Banking Group Limited since June 2004 and served as an independent non-executive director of Dah Sing Financial Holdings Limited, a public company listed on the Stock Exchange from March 2003 to June 2004. Mr LEUNG obtained a BSc(Hon) from University of Leeds and is a Fellow of The Textiles Institute and Clothing and Footwear Institute in the United Kingdom. Save as disclosed above, he has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, he does not have any beneficial interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

He does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr LEUNG has been appointed for a term of two years commencing on 12 January 2007. His appointment is subject to retirement by rotation and re-election at the annual general meeting and vacation of office in accordance with the provisions of the Articles of Association. He will receive a director's fee of HK\$360,000 per year in accordance with his appointment letter which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and after considering the market emoluments for directors of other listed companies.

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.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr LI Ka Cheung, Eric, GBS, OBE, JP, LLD, DSocSc, B.A., FCPA (Practising), FCA, FCPA (Aust.), FCIS

Dr LI Ka Cheung, Eric, aged 53, has been an independent non-executive Director since 12 January 2007 and is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. He is also an independent non-executive director of Transport International Holdings Limited since December 1998, SmarTone Telecommunications Holdings Limited since October 1996, Wong's International (Holdings) Limited since April 1999, CATIC International Holdings Limited since May 1999, Hang Seng Bank Limited since February 2000, China Resources Enterprise Limited since March 2003, Sinofert Holdings Limited since September 2004, Roadshow Holdings Limited since September 2004, the Bank of Communications Co Ltd since 9 January 2007. The aforesaid companies are public companies listed on the Stock Exchange. He has been an executive director of Strategic Global Investments plc since July 2004. Dr LI served as a director of China Vanke Co, Ltd, a listed company in the PRC, from June 2002 to April 2005, SIIC Medical Science & Technology (Group) Limited from September 1999 to October 2003 and hkcyber.com (Holdings) Limited from July 2000 to July 2001. He is also a non-executive director of Sun Hung Kai Properties Limited, a public company listed on the Stock Exchange, since May 2005. Dr LI is a member of the 10th National Committee of the Chinese People's Political Consultative Conference and is a senior partner of Li, Tang, Chen & Co, Certified Public Accountants (Practising). Dr LI was a former member of the Legislative Council of Hong Kong and was the Chairman of its Public Accounts Committee. He was also a past president of the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, he has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, he does not have any beneficial interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

He does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Dr LI has been appointed for a term of two years commencing on 12 January 2007. His appointment is subject to retirement by rotation and re-election at the annual general meeting and vacation of office in accordance with the provisions of the Articles of Association. He will receive a director's fee of HK\$360,000 per year in accordance with his appointment letter which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and after considering the market emoluments for directors of other listed companies.

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.

The appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange or on any other stock exchange on which the shares of the companies may be listed and recognised for the purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (a) The shares proposed to be purchased by the company are fully-paid up.
- (b) The company has previously sent to its shareholders an explanatory statement complying with the Listing Rules.
- (c) The shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the company duly convened and held and the company has delivered a copy of such resolution, together with the necessary supporting documentation, to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares.

Subject to the passing of the Ordinary Resolution No.4 set out in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a limit of 200,000,000 Shares.

3. REASON FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

4. FUNDING OF REPURCHASES

In repurchasing securities, 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. Pursuant

to the Share Repurchase Mandate, repurchases 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 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 Companies Law, out of capital of the Company. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. GENERAL

There might be a material 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 Annual Report for the year ended 31 December 2006) 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.

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 of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the period from 2 February 2007 (the date of listing of the Shares on the Stock Exchange) up to the Latest Practicable Date were as follows:–

	Per Share	
	Highest HK\$	Lowest HK\$
2007		
February	2.400	1.970
March	2.080	1.600
April (up to the Latest Practicable Date)	1.980	1.750

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, if the Share Repurchase Mandate is approved by the Shareholder, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Share Repurchase Mandate is exercised.

If, as a result of a repurchase of Shares, 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr TANG Hsiang Chien and his associates are beneficially interested in 1,394,552,000 Shares representing approximately 69.73 per cent. 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 from approximately 69.73 per cent. to approximately 77.48 per cent. of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Share Repurchase Mandate. Further, such full exercise of the Share Repurchase Mandate would cause the Shares held in the hands of the public to fall below the minimum requirement to approximately 22.52 per cent. of the issued share capital of the Company. The Directors will use their best endeavours to ensure that the Share 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. The Directors have no intention to exercise the Share Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code.

7. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, there was no repurchase of its Shares made by the Company (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Meadville Holdings Limited 美維控股有限公司

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that annual general meeting of Meadville Holdings Limited (“the Company”) will be held at Pheasant Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong, on Friday, 25 May 2007 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006.
2. To re-elect directors.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined in this Resolution);

NOTICE OF ANNUAL GENERAL MEETING

- (c) 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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this Resolution); 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 issue or grant 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 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 per cent. of the total 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
- (d) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this resolution; and

“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 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 in all cases 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

NOTICE OF ANNUAL GENERAL MEETING

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).”

5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “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) above during the Relevant Period (as hereinafter defined in this Resolution) shall not exceed 10 per cent. of the total 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) above 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 Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon Ordinary Resolutions Nos. 4 and 5 above being passed, the general mandate granted to the Directors of the Company to allot, issue and deal in any unissued shares pursuant to Ordinary Resolution no. 4 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 pursuant to Ordinary Resolution No. 5 above, provided that such extended amount shall not exceed 10 per cent. of the total 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 of Directors
CHO Wing Han
Company Secretary

Hong Kong, 27 April 2007

Notes:

1. Any shareholder who is the holder of two or more shares and who is entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent the shareholder.
2. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power or authority, must be deposited at the head office and principal place of business of the Company at No. 4 Dai Shun Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of shareholders of the Company will be closed from Tuesday, 22 May 2007 to Friday, 25 May 2007, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 21 May 2007.
4. With regard to items 2 and 4 to 6 set out in this notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase shares will be dispatched to shareholders together with the Annual Report 2006 of the Company on 27 April 2007. The biographical details of the retiring Directors who are proposed to be re-elected at the meeting are set out in Appendix I to the circular.
5. As at the date of this notice, the board of directors of the Company comprises 7 directors, of which Mr TANG Hsiang Chien, Mr TANG Chung Yen, Tom, Mr CHUNG Tai Keung, Canice and Ms TANG Ying Ming, Mai are executive directors of the Company, Mr LEE, Eugene, Mr LEUNG Kwan Yuen, Andrew and Dr LI Ka Cheung, Eric are independent non-executive directors of the Company.