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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Meadville Holdings Limited (the “AGM”) to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 2 June 2008 at 2:00 p.m., or any adjournments of the meeting, at which a number of matters including the above proposals will be considered, is set out on pages 14 to 18 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the AGM or any adjournment thereof. 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.

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## DEFINITIONS

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*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 Monday, 2 June 2008 at 2:00 p.m. or, where the context so admits, any adjournment thereof;
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 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 Stock Exchange;
“Directors”	the directors of the Company for the time being;
“Group”	the Company and its subsidiaries;
“GSST”	Guangdong Shengyi Sci. Tech Co., Ltd., a company incorporated in the PRC whose shares are listed on the Shanghai Stock Exchange, in which the Company indirectly owns a 22.18% shareholding interest;
“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”	23 April 2008, 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 existing memorandum of association of the Company;

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## DEFINITIONS

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“Ordinary Resolution(s)”	the proposed ordinary resolution(s) set out in the AGM Notice;
“PRC”	the People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time);
“Share(s)”	ordinary share(s) 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 at the AGM authorizing them to exercise the power of the Company to allot and issue or otherwise deal with 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 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 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. 6 set out in the AGM Notice;
“Shareholder(s)”	holder(s) of the Share(s);
“Special Resolution”	the proposed special resolution set out in the AGM Notice;
“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;
“Top Mix”	Top Mix Investments Limited, a company incorporated in the British Virgin Islands, which is a wholly-owned subsidiary of SuSih;
“Total Glory”	Total Glory Holdings Limited, a company incorporated in the British Virgin Islands, which is a wholly-owned subsidiary of SuSih; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

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

Mr. Tang Chung Yen, Tom (*Executive Chairman and  
Group Managing Director*)

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

Ms. Tang Ying Ming, Mai (*Chief Financial Officer*)

*Registered office:*

P.O. Box 1350 GT

Clifton House

75 Fort Street

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 2008

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
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; (iii) the re-election of certain Directors; and (iv) the amendments to the Articles of Association.

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## **LETTER FROM THE BOARD**

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### **2. GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 25 May 2007, 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 conclusion of the forthcoming AGM. Ordinary Resolution No. 6 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. 6 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 200,000,000 Shares (being 10% of the Shares in issue as at the date of passing Ordinary Resolution No. 6 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 under the Listing Rules to be sent to 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 25 May 2007, 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 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. 7 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 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 400,000,000 new Shares (being 20% of the Shares in issue as at the date of passing Ordinary Resolution No. 5 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.

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## LETTER FROM THE BOARD

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### 4. RE-ELECTION OF DIRECTORS

In accordance with article 106 of the Articles of Association, one-third of the Directors are subject to retirement by rotation at each annual general meeting of the Company. Therefore, Mr. Tang Hsiang Chien, Mr. Chung Tai Keung, Canice and Ms. Tang Ying Ming, Mai 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. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The existing Articles of Association permit the Company to send notice or document using electronic means or to distribute summarized financial statements in lieu of the full financial statements. However, the following provisions are not specified in the relevant articles of the existing Articles of Association:

1. any notice or document shall include any “corporate communication” within the meaning ascribed thereto under the Listing Rules.
2. any notice or document to be served on or delivered to any Shareholder may be by way of such electronic means as permissible under the Listing Rules.
3. any notice or document or corporate communication may be given to a Shareholder either in English only or Chinese only or in both English and Chinese, subject to compliance with all applicable statutes, regulations and rules.

To provide the Shareholders with choices and flexibility mentioned above, the Directors wish to propose a special resolution at the forthcoming AGM to amend the existing Articles of Association. The purposes of the amendments are to improve and clarify the provisions of the existing Articles of Association relating to the (i) service and delivery of notice, document and corporate communication; and (ii) the Company’s ability to give notice, document and corporate communication in either English or Chinese only or in both English and Chinese subject to the applicable statutes, regulations and rules.

Details of the proposed amendments are set out in the Special Resolution contained in item 8 of the AGM Notice. The changes to the Articles of Association and the effects thereof as a result of the proposed amendments are summarised as follows:

- |     |                             |   |
|-----|-----------------------------|---|
| (a) | change to article 178(A)(i) | To add that any document to be served on or delivered to any Shareholder shall be in writing or contained in an electronic communication as permitted by the Companies Law and the Listing Rules. |
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## LETTER FROM THE BOARD

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| (b) change to article 178(A)(ii) | To clarify that any notice or document (including corporate communication) to be served on or delivered to any Shareholder may be by way of such electronic means as permissible under the Listing Rules. |
| (c) new article 180(B)           | To specify the language of notice or document or corporate communication.   |

Shareholders should note that even after the resolution approving the amendments to the Articles of Association is passed at the forthcoming AGM, they are entitled to make their choice as to receiving printed version of the full annual report in both English and Chinese or either language.

### **6. 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, the re-election of Directors and the amendments to the Articles of Association, is set out on pages 14 to 18 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the AGM or any adjournment thereof. 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.

### **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

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## LETTER FROM THE BOARD

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- (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 Board considers that the proposals for the Share Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the re-election of Directors and the amendments to the Articles of Association are fair and reasonable and in the interests of the Company and the Shareholders. Accordingly, the Board recommends that you should vote in favour of the relevant resolutions to be proposed at the AGM.

### 9. 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 2,000,000,000 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 Share 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 200,000,000 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 applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Share Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

## **2. REASON FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases 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.

## **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 2007, 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 Directors 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 1,422,597,000 Shares representing approximately 71.1299% 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 79.0332% 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.

## 9. SHARE PRICES

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

	Per Share	
	Highest HK\$	Lowest HK\$
<b>2007</b>		
April	1.980	1.690
May	2.220	1.720
June	2.130	1.960
July	2.260	1.960
August	2.090	1.590
September	2.000	1.780
October	1.990	1.800
November	2.270	1.890
December	2.250	2.030
<b>2008</b>		
January	2.230	1.760
February	1.920	1.800
March	1.980	1.660
April (up to the Latest Practicable Date)	1.870	1.830

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

**Mr. Tang Hsiang Chien** *GBS, OBE, JP*, aged 84, is the founder of the Group, the Honorary Founding Chairman and an Executive Director of the Company. He is also a director of certain subsidiaries of the Company. Mr. Tang has more than 20 years of experience in the printed circuit board industry and is responsible for the overseeing and the formulation of direction of the Group. Mr. Tang also holds an honorary title as the honorary chairman of GSST. Mr. Tang has been a Hong Kong Affairs Advisor to the Government of the PRC. He served as a member of the Standing Committee of the Chinese People's Political Consultative Conference and held a number of executive and advisory posts in some trade associations and public bodies over the last 50 years. Mr. Tang obtained a degree of Master of Science from the University of Illinois in the United States and an Honorary Doctorate degree in Social Science from the Chinese University of Hong Kong. Save as disclosed, Mr. Tang 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.

Mr. Tang is the father of Mr. Tang Chung Yen, Tom and Ms. Tang Ying Ming, Mai. He is also a director of SuSih. Save as disclosed, he does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date, Mr. Tang is deemed to be interested in 1,422,597,000 Shares (of which 1,129,895,000 Shares were held by SuSih; 29,352,000 Shares were held by Total Glory in trust for certain employees of the Group; 28,045,000 Shares were held by Top Mix; and 235,305,000 Shares were held by The Mein et Moi Trust) within the meaning of Part XV of the SFO, representing approximately 71.1299% of the issued share capital 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 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 of the Company and vacation of office in accordance with the provisions of the Articles of Association. According to his service agreement, Mr. Tang is entitled to an annual remuneration (inclusive of salary, commission, housing, reimbursement and allowances) of HK\$4,200,000 and a discretionary bonus which is 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.

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**, aged 52, joined the Group in 2005 as Deputy Managing Director, is currently an Executive Director, the Chief Executive Officer and a member of the Remuneration Committee and Nomination Committee of the Company. He is also a director of certain subsidiaries of the Company. Prior to joining the Group, Mr. Chung was an executive director of Elec & Eltek International Holdings Limited (formerly a 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 printed circuit board business and held various management positions at Fairchild Semiconductors (HK) Limited, China Cement Company (Hong Kong) Limited, the Astec Group and Chen Hsong Machinery Company, 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. Save as disclosed, 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.

Mr. Chung does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date, Mr. Chung has interest in 48,064,000 Shares within the meaning of Part XV of the SFO, representing approximately 2.4032% of the issued share capital 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 agreement. His appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association. According to his service agreement, Mr. Chung is entitled to an annual remuneration (inclusive of salary, commission, housing, reimbursement and allowances) of HK\$5,600,000 and a discretionary bonus which is 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.

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**, aged 48, joined the Group in 2000, is an Executive Director, the Chief Financial Officer and a member of the Remuneration Committee and Nomination Committee of the Company. She is also a director of certain subsidiaries of the Company. She is responsible for the finance, legal and secretarial, human resources, information technologies and administration function of the Group. 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 degree of Bachelor of Science from the University of California, a degree of Master of Science from Stanford University and a degree of Master of Business Administration from New York University. Save as disclosed, 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.

Ms. Tang is the daughter of Mr. Tang Hsiang Chien and sister of Mr. Tang Chung Yen, Tom. She is also a director of SuSih. Save as disclosed, she does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

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

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 of the Company and vacation of office in accordance with the provisions of the Articles of Association. According to her service agreement, Ms. Tang is entitled to an annual remuneration (inclusive of salary, commission, housing, reimbursement and allowances) of HK\$5,320,000 and a discretionary bonus which is determined having regard to her duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

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.

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## 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 IS HEREBY GIVEN** that annual general meeting of Meadville Holdings Limited (the “Company”) will be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 2 June 2008 at 2:00 p.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 2007.
2. To declare a final dividend for the year ended 31 December 2007.
3. To re-elect directors and to authorise the board of directors to fix their remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

5. **“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 ended 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 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

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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).”

6. **“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 (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;

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- (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; 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.”

- 7. “**THAT** subject to the passing of Resolutions nos. 5 and 6 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 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. 6, 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.”

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As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

### SPECIAL RESOLUTION

8. **“THAT:**

the existing articles of association of the Company be and are hereby amended in the following manner:

- (a) by adding after the words “any notice” in the first sentence of article 178(A)(i) the words “or document”;
- (b) by deleting article 178(A)(ii) in its entirety and replace with the following new article 178(A)(ii):

“(ii) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communication within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or (other than share certificate and subject to all applicable statutes) by such electronic means as permissible under the Listing Rules or by publishing it by way of advertisement in the Newspapers as allowed or required by the Listing Rules or by any other means authorised in writing by the Shareholder concerned. In case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to all applicable statutes and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be supplied or authorised by the Shareholder concerned or by publishing it on a computer network and, if required by the Listing Rules, notifying the Shareholder concerned, by any of the means mentioned in this Article, that it has been so published.”;

- (c) by deleting article 178(B)(ii) in its entirety and replace with the following new article 178(B)(ii):

“(ii) The Board may from time to time specify the form and manner in which a notice or document may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice or document may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.”;

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- (d) by re-numbering the existing article 180 as article 180(A); and
- (e) by adding the following new article 180(B) and its marginal note immediately after article 180(A) (as re-numbered in accordance with the foregoing):

“180(B) Any notice or document or corporate communication from the Company may be given to a Shareholder either in English or Chinese only or in both English and Chinese, subject to due compliance with all applicable statutes (including the Companies Law), regulations and rules.””

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

Hong Kong, 30 April 2008

*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, 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 or 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 or 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 29 May 2008 to 2 June 2008, 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 28 May 2008.
- (5) With regard to the items nos. 3 and 5 to 8 set out in this notice, a circular containing details will be dispatched to shareholders together with the 2007 Annual Report of the Company on 30 April 2008.
- (6) 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, 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.