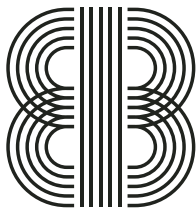


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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.



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

**怡邦行控股有限公司**

(Stock Code: 599)

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

A notice convening the Annual General Meeting of E. Bon Holdings Limited to be held at Plaza I-III, Lower Lobby, 238 Jaffe Road, Novotel Century Hong Kong Hotel, Wanchai, Hong Kong on Monday, 8 September 2008 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A proxy form for your use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting should you so desire.

Hong Kong, 23 June 2008

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Chairman</b>	
Introduction .....	3
Bonus issue of shares .....	4
Re-election of the retiring Directors .....	6
General Mandate to Repurchase Shares .....	7
General Mandate to Issue Shares .....	7
Annual General Meeting .....	8
Action to be taken .....	8
Right to Demand a poll .....	8
Recommendation .....	9
<b>Appendix I – Details of Directors proposed to be re-elected</b> .....	10
<b>Appendix II – Explanatory statement on the repurchase mandate</b> .....	14
<b>Appendix III – Explanatory statement on the bonus issue of shares</b> .....	17
<b>Notice of Annual General Meeting</b> .....	19

## DEFINITIONS

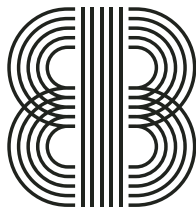
*In this circular, the following expressions have the following meanings unless the context requires otherwise:—*

“Annual General Meeting”	the annual general meeting of the Company to be held at Plaza I-III, Lower Lobby, 238 Jaffe Road, Novotel Century Hong Kong Hotel, Wanchai, Hong Kong on Monday, 8 September 2008 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Bonus Issue”	Bonus issue on the basis of one bonus share at par for every ten shares of the Company to its Shareholders whose names appear on the register of members of the Company at the close of business on 8 September 2008
“Bonus Share”	The bonus share to be issued under the Bonus Issue to the Shareholders of the Company.
“Company”	E. Bon Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	16 June 2008 being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.6 of the notice of the Annual General Meeting
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution

## DEFINITIONS

“Share(s)”	share(s) of \$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	registered holder(s) of Shares
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in resolution no. 7 up to a maximum of 20 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

## LETTER FROM THE CHAIRMAN



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

**怡邦行控股有限公司**

(Stock Code: 599)

*Executive Directors:*

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

*Registered Office:*

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

*Independent non-executive Directors:*

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

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

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

Hong Kong, 23 June 2008

*To the shareholders,*

Dear Sir or Madam,

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

**INTRODUCTION**

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

## LETTER FROM THE CHAIRMAN

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

### BONUS ISSUE OF SHARES

The Board of Directors has resolved to recommend a bonus issue on the basis of one bonus share at par for every ten shares of the Company to its Shareholders whose names appear on the principal or branch register of members of the Company in Grand Cayman or Hong Kong respectively (collectively the "Register of Members") as at the close of business on 8 September 2008. Such proposed Bonus Shares will be issued and credited as fully paid and will rank pari passu with the then issued shares in all respects with effect from the date of issue, except that they are not entitled to the proposed final dividend for the year ended 31 March 2008.

The exact number of Bonus Shares to be issued under the Bonus Issue is not known and will only be counted at the book close date. Based on 210,000,000 Shares in issue at the date of this circular and assumed that no further Shares will be repurchased or issued prior to the book close date; a total number of 21,000,000 Shares will be issued under the proposed Bonus Issue which represents about 10% of the issue share capital of the Company at the date of this Circular. It is proposed that the Directors be authorized to capitalize the sum of HK\$2,100,000 being part of the amount standing to the credit of the share premium account of the Company and apply such sum in paying up in full the Bonus Shares.

The proposed Bonus Issue will not have any effect on the earnings of the Group for the financial year ending 31 March 2008. However, the earnings per share will be correspondingly diluted as a result of the increase in the Company's issued and paid-up share capital.

The proposed Bonus Issue will not have any effect on the net tangible asset of the Group, on the Company and Group levels, save for the sum and the estimated expenses in implementing the proposed Bonus Issue which will be charged against the Company's share premium account. However, the net tangible asset per share will be correspondingly diluted as a result of the increase in the Company's issued and paid-up share capital.

The number of Bonus Shares to be issued under the proposed Bonus Issue to each Shareholder will be rounded down to the nearest whole number. No fractional shares (if any) shall be issued and shares representing fractions shall be aggregated and sold for the benefit of the Company under and by virtue of Article 144 of the Memorandum and Articles of the Association of the Company.

In the absence of any specific instruction to the contrary received in writing by the Company's branch share registrar in Hong Kong, Tricor Abacus Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, certificates in respect of the Bonus Shares will be sent to the persons entitled thereto at their respective addresses shown on the Register of Members or in the case of joint holders to the address of the joint holder whose name stands first in the Register of Members in respect of the joint holding.

## LETTER FROM THE CHAIRMAN

It is expected that certificates for the Bonus Shares will be posted to those entitled thereto at their own risk latest on or before Monday, 22 September 2008. Dealings in the Bonus Shares are expected to commence on Wednesday 24 September 2008. The subsequent dealings in the Bonus Shares are subject to stamp duty in pursuance of the Stamp Duty Ordinance (Cap. 117 Laws of Hong Kong).

### Reason for the Bonus Issue

The Board believes that the Bonus Issue is a reward to the continuing support of the Shareholders by allowing them to participate in the business growth of the Company by way of capitalisation of a portion of the share premium account.

### Closure of Register of Members

The register of members of the Company will be closed from Tuesday, 2 September 2008, to Monday, 8 September 2008, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the Bonus Issue, all transfers forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 1 September 2008.

### EXPECTED TIMETABLE FOR THE IMPLEMENTATION OF THE BONUS ISSUES IS SET OUT BELOW

Latest time for the lodging of the transfer forms of Shares to qualify for entitlements to the Bonus Issue .....	4:30 p.m. Monday, 1 September 2008
Closure of register of members (both days inclusive) .....	From Tuesday, 2 September 2008 to Monday, 8 September 2008
Record date for determination of entitlements to the Bonus Issue .....	Monday, 8 September 2008
Latest time for lodging forms of proxy for the AGM .....	10:00 a.m. Saturday 6 September 2008
Annual General Meeting .....	10:00 a.m. Monday, 8 September 2008
Register of members re-opens .....	Tuesday 9 September 2008
Dispatch of share certificates for Bonus Shares .....	On or before Monday, 22 September 2008
First day of trading in Bonus Shares on the Stock Exchange .....	Wednesday, 24 September 2008

## LETTER FROM THE CHAIRMAN

The timetable will be changed and the Company will make further announcements if such a change is necessary. The Bonus Issue is subject to fulfillment of all conditions as set out below.

### **The proposed Bonus Issue is conditional upon:**

- (i) Ordinary resolution being passed to approve the Bonus Issue; and
- (ii) Listing of and permission to deal in the Bonus Shares being granted by the Listing Committee of the Stock Exchange of Hong Kong Limited.

### **Listing and Dealing**

Listing and Dealing Application will be made to the Listing Committee of the Stock Exchange for listing of and permission to deal in, the Bonus Shares to be issued pursuant to the Proposed Bonus Issue. It is expected the dealings in the Bonus Shares on the Stock Exchange will commence on Wednesday, 24 September 2008.

The Shares are listed on and dealt in on the Stock Exchange. There is no equity or debt securities of the Company being listed or dealt in on any other stock exchange nor is listing or permission to deal in such securities on any other stock exchange being or proposed to be sought.

### **Overseas Shareholders**

The Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in pursuance to Rule 13.36(2) of the Listing Rules and upon the enquiry, if the Board is of the view that for overseas Shareholders (the "Overseas Shareholders") who will not be entitled to the Bonus Issue because of the legal restrictions under the laws or statutory regulations or the requirements of the stock exchange in that jurisdiction, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholder, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

### **RE-ELECTION OF THE RETIRING DIRECTORS**

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



## LETTER FROM THE CHAIRMAN

Pursuant to Articles 86(3) and 87 of the Articles of Association of the Company, TSE Sun Fat, Henry, LAU Shiu Sun, FUNG Cheuk Hang Jackie, WAN Sze Chung, Wilson and TSE Sun Lung, Alan will be retiring from their respective offices at the Annual General Meeting. Mr. TSE Sun Lung, Alan has elected not to offer himself for re-election at the AGM and therefore will retire at the conclusion of the AGM. Mr. TSE Sun Lung, Alan has confirmed that he has no disagreement with the Board and there are no other matters in respect of his retirement that need to be brought to the attention of the shareholders of the Company. The Board would like to thank Mr. TSE for his valuable contribution to the Company during his tenure of director's office. All retiring directors, except Mr. TSE Sun Lung, Alan are eligible and offer themselves for re-election. Details of the Directors proposed to be re-elected in the Annual General Meeting are set out in Appendix I to this circular.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company had at the annual general meeting held on 13 September 2007 given a general mandate to the Directors to exercise the power of the Company to repurchase its own shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution no. 6 in the Repurchase Resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 210,000,000 shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 21,000,000 shares.

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

### GENERAL MANDATE TO ISSUE SHARES

The Company had at the annual general meeting held on 13 September 2007 given a general mandate to the Directors to exercise the power of the Company to issue shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

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

## LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, the issued share capital of the Company comprised 210,000,000 shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 42,000,000 Shares representing 20% of the issued share capital of the Company as at the date of the Latest Practicable date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 7 and 8 respectively of the notice of Annual General Meeting.

### **ANNUAL GENERAL MEETING**

At the Annual General Meeting, ordinary resolutions will be proposed to approve the re-election of directors, the Bonus Issue, the Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate. The notice of Annual General Meeting is set out on pages 19 to 23 of this circular.

### **ACTION TO BE TAKEN**

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

### **RIGHT TO DEMAND A POLL**

Pursuant to Article 66 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 taken as may from time to time be required under the rules of any Designated Stock Exchange or unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:–

- (i) by the chairman of the meeting;
- (ii) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting;
- (iii) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized 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;

## LETTER FROM THE CHAIRMAN

- (iv) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company 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; or
- (v) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. or more of the total voting rights of all the members having the right to vote at the meeting.

On a show of hands, every Shareholder present in person (or being a corporation, is present by a representative duly authorized), or by proxy shall have one vote. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid up Share of which he is the holder. Notwithstanding anything contained in the Articles of Association, where more than one proxy is appointed by a Shareholder which is a clearing house (or its nominee), each such proxy shall have one vote on a show of hands. Pursuant to Article 72, a Shareholder entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses the same way.

### RECOMMENDATION

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

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

## APPENDIX I     DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

1. Mr. TSE Sun Fat, Henry, aged 51, is a founding member of the Group and the Chairman of the Company. Mr. TSE has over 25 years of experience in the trading of building materials. He is responsible for the planning of the Group's overall strategies and the overall management of the Group. He is a brother of Mr. TSE Sun Po, Tony, the managing director of the Group. Mr. TSE is also a cousin of Mr. TSE Sun Lung, Alan, an executive director of the Group. Mr. TSE is a substantial shareholder of the Company. As at the Latest Practicable date, Mr. TSE holds 12,550,094 shares of the Company within the meaning of Part XV of the Securities and Future Ordinance ("SFO"), which is 5.98% of the total issued share capital of the Company.

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

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

Mr. TSE is currently entitled to receive the salary of HK\$993,000 per annum which is subject to annual review by the board of directors. In addition, Mr. TSE is entitled to receive discretionary bonuses or other benefits as may be decided by the Board having regard to his performance and duties, the Company's performance and profitability and the prevailing market conditions. For the year ended 31 March 2008, Mr. TSE received emoluments in a total sum of HK\$1,005,000.

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

2. Mr. LAU Shiu Sun, aged 41, joined the Group in 1994. Mr. LAU was appointed as an executive director of the Company on 10th December 2001, before his appointment, Mr. Lau was a sales manager of the Group and is responsible for project sales. He graduated from Hong Kong Baptist University (formerly Baptist College) in 1992 with a bachelor of science degree.

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

Mr. LAU Shiu Sun has entered into a service contract with the Company for a term of three years commencing on 10 December 2001 and continuing thereafter unless terminated by either party with at least three months advance notice in writing. According to the Articles of Association of the Company, Mr. LAU will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director's fee of Mr. LAU is determined by the Board of directors as to be authorized by the shareholders of the Company at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. LAU is currently entitled to receive the salary of HK\$1,050,000 per annum which is subject to annual review by the board of directors. In addition, Mr. LAU is entitled to receive discretionary bonuses or other benefits as may be decided by the Board having regard to his performance and duties, the Company's performance and profitability and the prevailing market conditions. For the year ended 31 March 2008, Mr. LAU received emoluments in a total sum of HK\$1,062,000.

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

3. Mr. FUNG Cheuk Hang, Jackie, aged 37 joined the Group in 2004, is responsible for the management of Project Sales in Kitchen fittings of the Group. Graduated in 1994 from University of Toronto Canada with a major in business administration, he has over 11 years experience in the industry. Mr. FUNG is responsible for the development of the Group's marketing strategies and sales of Kitchen fittings.

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

Mr. FUNG has entered into a service contract with the Company for a term of three years commencing on 8 October 2007 and continuing thereafter unless terminated by either party with at least three months advance notice in writing. According to the Articles of Association of the Company, Mr. FUNG will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director's fee of Mr. FUNG is determined by the Board of directors as to be authorized by the shareholders of the Company at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. FUNG is currently entitled to receive the salary of HK\$1,435,000 per annum which is subject to annual review by the board of directors. In addition, Mr. FUNG is entitled to receive discretionary bonuses or other benefits as may be decided by the Board having regard to his performance and duties, the Company's performance and profitability and the prevailing market conditions. For the year ended 31 March 2008, Mr. FUNG received emoluments in a total sum of HK\$1,447,000.

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

4. Mr. WAN Sze Chung, Wilson, aged 35, was appointed as an independent non-executive director on 27 September 2004. Mr. WAN obtained a Master degree in Business Administration from the Chinese University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. WAN is a director of Training and Consultancy Firm specializing in corporate and personal training. In addition, Mr. WAN is also the Hong Kong Chapter Leader of International Coach Federation (USA).

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

## APPENDIX I     DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. WAN has entered into a service contract with the Company for a term of three years commencing on 27 September 2004 and continuing thereafter unless terminated by either party with at least three months advance notice in writing. According to the Articles of Association of the Company, Mr. WAN will be subject to retirement by rotation and re-election at annual general meeting at least once every three years. The Director's fee of Mr. WAN is determined by the Board of directors as to be authorized by the shareholders of the Company at annual general meeting and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. WAN is currently entitled to receive a director's fee of HK\$80,000 per annum which is subject to annual review by the board of directors.

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

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

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 210,000,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 21,000,000 Shares representing 10% of the issued share capital of the Company as at the date of the Latest Practicable date.

### **2. REASONS FOR REPURCHASE**

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

### **3. FUNDING OF REPURCHASES**

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

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 March 2008 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



#### 4. SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and for the month of June 2008 up to the Latest Practicable Date were as follows:

	<b>Shares Traded Price</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2007</b>		
June	1.457	1.143
July	1.314	1.105
August	1.248	0.933
September	1.314	1.152
October	1.210	1.067
November	1.314	1.095
December	1.429	1.170
<b>2008</b>		
January	1.190	0.710
February	0.960	0.840
March	0.970	0.770
April	0.850	0.790
May	1.200	0.840
June (up to the Latest Practicable Date)	1.320	1.050

#### 5. UNDERTAKING

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

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

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

## 6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

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

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

Name of Shareholder	Number of ordinary shares beneficial held at the Latest Practicable Date	Percentage of existing issued share capital of the Company	Percentage of existing issued share capital of the Company if Repurchase Mandate was exercised in full
Universal Star Group Limited	36,395,277	17.33%	19.26%
Happy Voice Limited	25,727,696	12.25%	13.61%
New Happy Times Limited	14,970,471	7.13%	7.92%
Tse Sun Po, Tony	14,970,471	7.13%	7.92%
Fast Way Management Limited	12,550,094	5.98%	6.64%
Tse Sun Fat, Henry	12,550,094	5.98%	6.64%

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

## 7. SHARES REPURCHASE MADE BY THE COMPANY

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

## APPENDIX III EXPLANATORY STATEMENT ON THE BONUS ISSUE OF SHARES

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the proposal to approve the Bonus Issue.

### 1. SUBSTANTIAL SHAREHOLDERS

The effects of the proposed Bonus Issue on the shareholdings of substantial Shareholders of the Company based on the register of substantial Shareholders as at the Latest Practicable Date are as follows:

Name of Shareholder	Number of ordinary shares beneficial held at the Latest Practicable Date	Number of ordinary shares to be beneficial held after Bonus Issue	Percentage of ordinary shares beneficial held as at the Latest Practicable Date
Universal Star Group Limited	36,395,277	40,034,804	17.33%
Happy Voice Limited	25,727,696	28,300,465	12.25%
New Happy Times Limited	14,970,471	16,467,518	7.13%
Tse Sun Po, Tony	14,970,471	16,467,518	7.13%
Fast Way Management Limited	12,550,094	13,805,103	5.98%
Tse Sun Fat, Henry	12,550,094	13,805,103	5.98%

The percentages of their respective shareholdings in the Company remain unchanged before and after the completion of the issue of the Bonus Shares.

### 2. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors, substantial Shareholders and/or persons connected to the Directors or substantial Shareholders of the Company have any interest, direct or indirect, in the proposed Bonus Issue, apart from their entitlements.

### 3. MISCELLANEOUS

- (a) The English text of this Circular shall prevail over the Chinese text.
- (b) The secretary of the Company is Mr. IP Fu Wa, Benthony who is a Certified Public Accountant and a member of the Institute of Chartered Accountants in England and Wales (as required under the Listing Rules of the Stock Exchange of Hong Kong Limited).
- (c) The registered office of the Company is at 16th - 18th Floor, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong.
- (d) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Abacus Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.

**4. GENERAL**

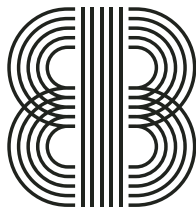
The principal activity of the Company is investment holding and the Group are principally engaged in importing and sale of architectural builders hardware, bathroom and kitchen collections.

**5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at office of the Company at 16th Floor, First Commercial Building, 33 Leighton Road, Causeway Bay Hong Kong during normal business hours on any Business Day from the date of this circular up to and including the date of the AGM and at the AGM:

- (i) The Memorandum and Articles of Association of the Company;
- (ii) Audited consolidated financial statements of the Company for the past two (2) financial years ended 31 March 2008.

# NOTICE OF ANNUAL GENERAL MEETING



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

怡邦行控股有限公司

(Stock Code: 599)

## NOTICE OF ANNUAL GENERAL MEETING

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

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

### **The Ordinary Resolution:**

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

**AND**

- (2) **THAT** the Directors of the Company (“Directors”) be and are hereby authorised to:
  - (i) apply the Sum in paying up in full at par up to 21 million new ordinary shares (“Bonus Shares”) of the Company’s unissued shares which, upon allotment and issue, the Bonus Shares shall

## NOTICE OF ANNUAL GENERAL MEETING

rank pari passu in all respects with the then existing shares, save and except that the Bonus Shares shall not be entitled to any of the proposed final dividend for the year ended 31 March 2008;

- (ii) make the necessary applications and do all things necessary at the appropriate time or times to the Listing Committee of The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the Bonus Shares in The Stock Exchange of Hong Kong Limited which will be allotted and issued pursuant to the proposed bonus issue of shares;
- (iii) allot and issue of such Bonus Shares as paid-up amongst the shareholders of the Company whose names appear in the register of members of the Company as at the close of business on Monday, 8 September 2008, in the proportion of one (1) new Bonus Shares for every Ten (10) existing ordinary shares then and that no fractional shares (if any) shall be issued and shares representing fractions shall be aggregated and sold for the benefit of the Company (in accordance with Article 144 of the Company); and
- (iv) sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to and implement the proposed bonus issue of shares with full power to assent to any modifications, conditions, variations and/or amendments that may be required by the Listing committee of The Hong Kong Stock Exchange Limited.

(3) **THAT** the Bonus Shares so allotted shall be treated for all purposes as an increase of the capital held by such shareholder and not as income."

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

**"THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company ("Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company ("Shares") on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the articles of association of the Company to be held.”

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

**“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) or securities convertible into Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of shares or rights to acquire Shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Cayman Islands or the articles of association of the Company to be held.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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

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

By Order of the Board  
**IP Fu Wa, Benthony**  
*Secretary*

Hong Kong, 23 June 2008



## NOTICE OF ANNUAL GENERAL MEETING

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

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

*Notes:*

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

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