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NEW WORLD MOBILE HOLDINGS LIMITED

新世界移動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 862)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of New World Mobile Holdings Limited (the “Company”) will be held at Room Vinson, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 8 December 2009 at 3:00 p.m. to transact the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 30 June 2009;
2.
 - (a) To re-elect Mr. Lo Lin Shing, Simon as an executive director;
 - (b) To re-elect Mr. Lee Kee Wai, Frank as an independent non-executive director; and
 - (c) To authorise the board of directors to fix the directors’ remuneration;
3. To re-appoint Messrs. PricewaterhouseCoopers as independent auditor and to authorise the board of directors to fix their remuneration;

and, by way of special business, to consider and, if thought fit, to pass each of the following resolutions, with or without modification, of which resolutions numbered 4, 5 and 6 will be proposed as ordinary resolutions and resolutions numbered 7, 8 and 9 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements or options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued 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 defined below); (ii) an issue of shares pursuant to any existing specific authority, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into shares of the Company; (iii) the exercise of options granted under any share option scheme adopted by the Company; and (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and
- (d) for the purposes of this resolution:

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

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

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company made 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 as at that date (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, or in any territory outside, Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, or of any other Recognised Stock Exchange and the articles of association of the Company be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of the shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the shares in the capital of the Company in issue as at the date of passing this resolution; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (3) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. **“THAT** subject to the passing of resolutions numbered 4 and 5 as set out in the notice convening this meeting (“Notice”), the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 set out in the Notice be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with resolution numbered 5 set out in the Notice.”

SPECIAL RESOLUTIONS

7. **“THAT** the memorandum and articles of association of the Company be amended in the following manner:
- (a) Full term of the proposed amendments to the memorandum of association
 - (1) By deleting the phrase “The Companies Law (1995 Revision)” by substituting therefor with the phrase “The Companies Law (2009 Revision)” for all references to the Companies Law in the Memorandum of Association of the Company.
 - (2) By deleting the phrase “Section 6(4) of the Companies Law (1995 Revision)” in paragraph 4 of the memorandum of association of the Company by substituting therefor with the phrase “Section 7(4) of the Companies Law (2009 Revision)”.
 - (3) By deleting the phrase “Section 192 of the Companies Law (1995 Revision)” in paragraph 7 of the memorandum of association of the Company by substituting therefor with the phrase “Section 174 of the Companies Law (2009 Revision)”.
 - (b) Full term of the proposed amendments to the articles of association
 - (1) By deleting the phrase “The Companies Law (1995 Revision)” by substituting therefor with the phrase “The Companies Law (2009 Revision)” for all references to the Companies Law in the Articles of Association of the Company.

(2) Article 2

- (i) By deleting the definition of “business day” in its entirety and substituting therefor with the following:

““business day” shall mean a day on which the Exchange is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for the business of dealing in Hong Kong on a business day by reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;”

- (ii) By deleting the definition of “the Company/this Company” in its entirety and substituting therefor with the following:

““the Company” or “this Company” shall mean Vision Values Holdings Limited (formerly known as New World Mobile Holdings Limited (新世界移動控股有限公司), in turn formerly known as Asia Logistics Technologies Limited, and in turn formerly known as Wah Yik Holdings Company Limited);”

- (iii) By adding the new definitions in the following form to Article 2:

““Corporate Communication” shall mean any document issued or to be issued by the Company for information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules;”

““Company’s website” shall mean the website of the Company, the address or domain name of which the corporate information (including Corporate Communication) of the Company is hoisted;”

““electronic means” includes sending or otherwise making available to the intended recipients of the communication in the electronic format;”

““Electronic Transactions Law” means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”

““Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;”

““published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;”

“Section 8 of the Electronic Transactions Law shall not apply.”

(3) Article 6

By deleting the following words “, and that any holders of shares of the class present in person or by proxy may demand a poll” in Article 6(a).

(4) Article 15

By inserting the words “by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or” immediately after the words “at least 14 days’ notice” in Article 15(b).

(5) Article 28

By deleting Article 28 in its entirety and substituting therefor with the following:

“In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.”

(6) Article 44

By deleting Article 44 in its entirety and substituting therefor with the following:

“The registration of transfers may, on the Company giving at least 14 days’ notice by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register may, subject to the requirements in Article 15(b), be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”

(7) Article 73

(i) By deleting the following words from Article 73(a):

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given,”

and substituting therefor with the following words:

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing (or such longer period as may from time to time be required under the applicable laws and regulations, including without limitation to the Listing Rules) and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing (or such longer period as may from time to time be required under the applicable laws and regulations, including without limitation to the Listing Rules). Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given,”

(ii) By deleting the words “, on a poll,” in Article 73(c).

(8) Article 80

By deleting Article 80 in its entirety and substituting therefor with the following:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The result of a poll shall be deemed to be the resolution of a meeting and the Company shall disclose the voting figures on a poll as required by the Listing Rules.”

(9) Article 81

By deleting Article 81 in its entirety and substituting therefor with the following:

“A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs.”

(10) Article 82

By deleting Article 82 in its entirety and substituting therefor with the following:

“Any poll on the election of a Chairman of a meeting or question of adjournment shall be decided at the meeting and without adjournment.”

(11) Article 83

By deleting Article 83 in its entirety and substituting therefor with the following:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”

(12) Article 84

By deleting “A” at the beginning and substituting therefore with “Subject to the Listing Rules, a” in Article 84.

(13) Article 85

By deleting Article 85 in its entirety and substituting therefor with the following:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in such member’s name in the register. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each proxy is under no obligation to cast all his votes in the same way.”

(14) Article 88

By deleting the words “whether on a show of hands or on a poll,” immediately after the words “managing his affairs may vote” in Article 88.

(15) Article 90

By deleting the words “Where a member of the Company is a recognised clearing house (or its nominee), a proxy or proxies appointed by such member shall be entitled to separate votes on a show of hands.” being the last sentence of Article 90.

(16) Article 92

By deleting Article 92 in its entirety and substituting therefor with the following:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or in the instrument of proxy issued by the Company) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument or, resolution, as the case may be proposes to vote, and in default the instrument of proxy or, resolution, as the case may be shall not be treated as valid. No instrument or power of attorney appointing an authorised representative shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person, and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(17) Article 94

By deleting the words “demand or join in demanding a poll and to” immediately after the words “deemed to confer authority to” in Article 94.

(18) Article 96

By deleting Article 96(b) in its entirety and substituting therefor with the following:

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person(s) as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding such number and class of shares specified in such authorisation or proxy form.”

(19) Article 142

By inserting the words “or such other proportions as the members may by ordinary resolution determine” immediately after the words “dividend and in the same proportion” in Article 142.

(20) Article 167

By deleting the words ““corporate communication” within the meaning ascribed thereto under the Listing Rules” immediately after the words “Any notice or document (including any” and substituting thereof with the “Corporate Communication” in Article 167(a).

(21) Article 168

By deleting Article 168 in its entirety and substituting therefor with the following:

“A member shall be entitled to have notice served on him at any address within Hong Kong. The Company shall give notice sufficient to enable members, whose registered addresses are in Hong Kong, to exercise their rights or comply with the terms of the notice. Any member who has not given an express positive confirmation in writing to the Company or is not deemed to have given an express confirmation in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.”

(22) Article 169

- (i) By deleting the word “and” at the end of Articles 169(c), deleting the full stop at the end of existing Article 169(d) and replacing therewith a semicolon and the word “and”; and
- (ii) By inserting the following new Article 169(e) after the Article 169(d):

“(e) Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.”

(23) Article 173

By inserting the words “or, where relevant, by Electronic Signature” immediately after the words “by means of facsimile” in the last sentence of Article 173.”

8. Adopt the amended and restated memorandum and article of association

“**THAT** subject to the passing of special resolution numbered 7 as set out in the notice convening this meeting, the memorandum and articles of association of the Company contained in the printed document, a copy of which has been produced to this meeting marked “A” and has been signed by the Chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.”

9. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “New World Mobile Holdings Limited” to “Vision Values Holdings Limited”. Upon the change of Company name becoming effective, the Company will cease to use the Chinese name “新世界移動控股有限公司” with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

By Order of the Board
New World Mobile Holdings Limited
Tang Chi Kei
Company Secretary

Hong Kong, 29 October 2009

Registered office:

P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Head office and principal place of business in Hong Kong:

Unit 309, 3/F
Fook Hong Industrial Building
19 Sheung Yuet Road
Kowloon Bay
Hong Kong

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, if he is the holder of two or more shares, more than one proxy to attend and, on a poll, vote instead of him. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, 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 to at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
4. In accordance with Articles of the Company, Mr. Lo Lin Shing, Simon and Mr. Lee Kee Wai, Frank will retire at the meeting and being eligible, offer themselves for re-election. Details of the retiring directors have been set out in the circular of the Company dated 29 October 2009.

As at the date of this announcement, the Board comprises two executive directors namely Mr. Lo Lin Shing, Simon and Mr. Ho Hau Chong, Norman and three independent non-executive directors namely Mr. Tsui Hing Chuen, Willian, JP, Mr. Lau Wai Piu and Mr. Lee Kee Wai, Frank.