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Manta Holdings Company Limited

敏達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 936)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Manta Holdings Company Limited (the “Company”) will be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Tuesday, 18 September 2012 at 2:30 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

“**THAT**, subject to the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below) pursuant to the Bonus Issue (as defined below):

- (a) upon the recommendation of the directors of the Company (the “Directors”), such amount standing to the credit of the share premium account of the Company be capitalized and the Directors be and are hereby authorised to apply such amount in paying up in full at par such number of new shares of HK\$0.01 each in the capital of the Company (the “Bonus Shares”) on the basis of three Bonus Shares for every one existing share on the Record Date (as defined below), and the Directors be authorised to allot, issue and distribute the Bonus Shares, which are credited as fully paid, to the shareholders of the Company whose names appear on the register of members of the Company (the “Register of Members”) as at close of business at 4:30 p.m. on Thursday, 4 October 2012 (the “Record Date”), other than those members (the “Excluded Shareholders”) whose addresses as shown on the Register of Members at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and the memorandum and articles of association of the Company (the “M & A”), on the basis of three Bonus Shares for every one existing share of HK\$0.01 each in the capital of the Company then held by them respectively (the “Bonus Issue”), and the Directors be authorised to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;

- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the M & A and, rank *pari passu* in all respects with the existing issued shares of HK\$0.01 each in the capital of the Company, except that they will not be eligible for the Bonus Issue of shares mentioned in this resolution;
- (c) the Directors be and hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Excluded Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Excluded Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English and Chinese name of the Company be changed from “Manta Holdings Company Limited 敏達控股有限公司” to “Eagle Legend Asia Limited 鵬程亞洲有限公司” (the “Change”), and any one of the Directors be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Change and the transactions contemplated thereunder.”

By order of the Board
Manta Holdings Company Limited
So Chung
Chairman

Hong Kong, 23 August 2012

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 8A
Winbase Centre
208–220 Queen’s Road Central
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the Register of Members.

3. In order to be valid, the form must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not later than 48 hours before the time appointed for holding of the EGM.
4. For the details of the Bonus Issue and the Change, please refer to the circular of the Company dated 23 August 2012.

As at the date of this announcement, the board of Directors comprises Mr. So Chung and Ms. So Man as executive Directors; Mr. Lam Woon Kun as non-executive Director; and Ms. Lo Miu Sheung Betty, Mr. Chan Mo and Mr. Ho Gar Lok as independent non-executive Directors.