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SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the FORTY-SIXTH ANNUAL GENERAL MEETING of SAN MIGUEL BREWERY HONG KONG LIMITED (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 16 June 2009, Tuesday, at 3:00 p.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

- (1) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2008 together with the reports of the directors and the independent auditors thereon.
- (2) (a) (i) To re-elect Mr. Ramon S. Ang as director;
(ii) To re-elect Mr. Faustino F. Galang as director;
(iii) To re-elect Mr. Tam Ka Yuen, Peter as director;
(iv) To re-elect Mr. Carlos Antonio M. Berba as director;
(v) To re-elect Mr. Cheung Yuen Tak as director;
(vi) To re-elect Mr. Thelmo Luis O. Cunanan Jr. as director;
(vii) To re-elect Ms. Jesusa Victoria Hernandez-Bautista as director; and
(viii) To re-elect Mr. Romulo L. Neri as director.
- (b) To authorise the board of directors of the Company to fix the directors’ remuneration.
- (3) To re-appoint KPMG as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 8 May 2009

Registered Office:
9th Floor
Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

As at the date hereof, the Board of the Company comprises the executive director, Mr. Peter K. Y. Tam, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Faustino F. Galang (Deputy Chairman), Mr. Carlos Antonio M. Berba, Ms. Minerva Lourdes B. Bibonia, Mr. Cheung Yuen Tak, Mr. Thelmo Luis O. Cunanan Jr. and Ms. Jesusa Victoria Hernandez-Bautista; and the independent non-executive directors, Dr. The Hon. Sir. David K. P. Li, Mr. Romulo L. Neri, Mr. Ng Wai Sun and Mr. Carmelo L. Santiago.

Notes:

- 1. Shareholders are entitled to appoint one or more proxies to attend and vote in their stead at the meeting. A proxy needs not be a shareholder of the Company.*
- 2. To be valid, forms of proxy must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the meeting.*
- 3. The register of members of the Company will be closed from 3 June 2009, Wednesday to 9 June 2009, Tuesday (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 5:00 p.m. on 2 June 2009, Tuesday.*
- 4. Please refer to the appendix to this notice for the particulars of directors of the Company proposed to be re-elected at the Annual General Meeting.*

APPENDIX:

The following are the particulars of directors of the Company (the “Directors”) proposed to be re-elected at the Annual General Meeting:

1. Mr. Ramon S. ANG, BSME, aged 55, is the Chairman and a non-executive Director of the Company. He has been appointed as the Chairman since 10 June 2005 and a non-executive Director of the Company since 27 November 1998. He is the Vice Chairman, President and Chief Operating Officer of San Miguel Corporation (“SMC”), the ultimate holding company of the Company (the shares of which are listed on the Philippine Stock Exchange). He is also the Chairman and President of San Miguel Brewery, Inc. (the shares of which are listed on the Philippine Stock Exchange), the Chairman of San Miguel Properties, Inc. (the shares of which are listed on the Philippine Stock Exchange), a director of Ginebra San Miguel, Inc. (the shares of which are listed on the Philippine Stock Exchange) and San Miguel Pure Foods Company, Inc. (the shares of which are listed on the Philippine Stock Exchange) and the Chairman and director of various subsidiaries of SMC. Mr. Ang is also the Chairman and CEO of Petron Corporation (the shares of which are listed on the Philippine Stock Exchange), the Vice Chairman of Manila Electric Company (the shares of which are listed on the Philippine Stock Exchange), the Chairman of Liberty Telecoms Holdings, Inc. (the shares of which are listed on the Philippine Stock Exchange) and an independent director of PhilWeb Corporation (the shares of which are listed on the Philippine Stock Exchange).

Save as his directorships and appointments as disclosed in this appendix, Mr. Ang had not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being the Chairman and a non-executive Director of the Company, Mr. Ang does not hold any other position in the Company or its subsidiaries.

Mr. Ang has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director’s fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the board of Directors (the “Board”) of the Company under the authority granted by shareholders at annual general meetings. Mr. Ang’s appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2008, Mr. Ang has agreed not to receive any director’s remuneration.

Save as disclosed in this appendix, Mr. Ang does not have any relationships with any of the Company’s directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the “Listing Rules”).

As at the date hereof, Mr. Ang had the following beneficial interests in the issued share capital and underlying shares of the Company’s associated corporation:

- (i) Interests in issued shares

	Number of common shares in San Miguel Corporation	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Class A (par value of 5 pesos each):	6,050	0.000192%

(ii) Interests in underlying shares

	Share Options in San Miguel Corporation		
	<i>Share options granted</i>	<i>Exercise price per option (pesos)</i>	<i>Exercise period up to</i>
Class A			
(par value of 5 pesos each):	259,422	54.50	26 June 2011
	266,854	57.50	1 October 2012
	204,654	65.00	10 November 2013
	993,386	63.50	1 March 2015
	535,923	40.50	26 June 2016
Class B			
(par value of 5 pesos each):	111,181	62.50	26 June 2011
	114,366	70.50	1 October 2012
	136,436	89.50	10 November 2013
	662,258	75.50	1 March 2015
	229,680	40.50	26 June 2016

All the interests held by Mr. Ang represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Ang did not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Ang as Director, save as disclosed in this appendix, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

2. Mr. Faustino F. GALANG, MBE, BA, BSc, aged 62, is a non-executive Director, the Deputy Chairman and a member of the remuneration committee of the Company. He has been a Director since 22 March 1991. He also served as Division President of the San Miguel Beer Division of SMC (the shares of which are listed on the Philippine Stock Exchange) until November 2006.

Save as his directorships and appointments as disclosed in this appendix, Mr. Galang had not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director, the Deputy Chairman and a member of the remuneration committee of the Company, Mr. Galang does not hold any other position in the Company or its subsidiaries.

Mr. Galang has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Galang's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2008, Mr. Galang has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Galang does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Galang had the following beneficial interests in the issued share capital of the Company's associated corporation:

Interests in issued shares

	Number of common shares in San Miguel Corporation	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Class A (par value of 5 pesos each):	83,800	0.002654%
Class B (par value of 5 pesos each):	60,000	0.001900%

All the interests held by Mr. Galang represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Galang did not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Galang as Director, save as disclosed in this appendix, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

3. Mr. TAM Ka Yuen, Peter, MBA, BBA, aged 50, is an executive Director and the Managing Director of the Company. Mr. Tam joined the Company in 1993 and he was appointed as an executive Director and the Managing Director on 31 December 2007. He is also a director of the Company's various subsidiaries. He has more than 22 years of experience in the selling and marketing of consumer products in Hong Kong and Mainland China. Mr. Tam graduated from the University of Hawaii in 1985 with a bachelor's degree in Business Administration and later obtained a master's degree also in Business Administration from the California State University in 1987.

Save as his directorship and appointment as disclosed in this appendix, Mr. Tam had not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being the Managing Director and an executive Director of the Company, Mr. Tam does not hold any other position in the Company or its subsidiaries.

Mr. Tam has entered into a service agreement with the Company for a monthly remuneration of HK\$130,000 by reference to his duties and responsibilities in the Company and is eligible for an annual bonus and other compensation at the sole and absolute discretion of the remuneration committee of the Company. His remuneration for the year ended 31 December 2008 was HK\$1,893,000. There is no designated length of service for Mr. Tam with the Company and he will be subject to retirement by rotation and re-election in accordance with the Company's Articles of Association.

Save as disclosed in this appendix, Mr. Tam does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Tam had the following beneficial interests in the underlying shares of the Company's associated corporation:

Interests in underlying shares

Share Options in San Miguel Corporation			
	<i>Share options granted</i>	<i>Exercise price per option (pesos)</i>	<i>Exercise period up to</i>
Class A			
(par value of 5 pesos each):	17,452	54.50	26 June 2011
	17,039	57.50	1 October 2012
	909	65.00	10 November 2013
Class B			
(par value of 5 pesos each):	7,480	62.50	26 June 2011
	7,303	70.50	1 October 2012
	606	89.50	10 November 2013

All the interests held by Mr. Tam represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Tam did not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Tam as Director, save as disclosed in this appendix, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

4. Mr. Carlos Antonio M. BERBA, MBA, MSc, BSc, aged 44, appointed as a non-executive Director of the Company on 16 April 2007. Mr. Berba is the Chairman and General Manager of San Miguel Brewing International Limited (“SMBIL”), a controlling shareholder of the Company and director of various subsidiaries of SMBIL. He has served as Division President of the San Miguel Beer Division of SMC (the shares of which are listed on the Philippine Stock Exchange) until October 2007. Mr. Berba has 23 years of experience in strategic planning, financial analysis and corporate structuring initiatives. Mr. Berba graduated from the University of the Philippines with a bachelor’s degree of Science in Electrical Engineering. He later obtained a master’s degree in Business Administration from The Wharton School, University of Pennsylvania and a master’s degree of Science in Japanese Business Studies from Japan America Institute of Management Science & Chaminade University of Honolulu.

Save as his directorships and appointments as disclosed in this appendix, Mr. Berba had not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company and director of various subsidiaries, Mr. Berba does not hold any other position in the Company or its subsidiaries.

Mr. Berba has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director’s fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Berba’s appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2008, Mr. Berba has agreed not to receive any director’s remuneration.

Save as disclosed in this appendix, Mr. Berba does not have any relationships with any of the Company’s directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Berba had the following beneficial interests in the issued share capital and underlying shares of the Company’s associated corporation:

- (i) Interests in issued shares

	Number of common shares in San Miguel Corporation	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Class A (par value of 5 pesos each):	1,045	0.000033%

(ii) Interests in underlying shares

Share Options in San Miguel Corporation			
		<i>Exercise price per option (pesos)</i>	<i>Exercise period up to</i>
	<i>Share options granted</i>		
Class A			
(par value of 5 pesos each):	8,168	57.50	1 October 2012
	20,566	65.00	10 November 2013
	127,058	63.50	1 March 2015
	76,374	40.50	26 June 2016
Class B			
(par value of 5 pesos each):	3,508	70.50	1 October 2012
	13,710	89.50	10 November 2013
	84,706	75.50	1 March 2015
	32,730	40.50	26 June 2016

All the interests held by Mr. Berba represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Berba did not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Berba as Director, save as disclosed in this appendix, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

5. Mr. CHEUNG Yuen Tak, aged 53, appointed as a non-executive Director of the Company on 30 June 2008, is the Managing Director of A.S. Watson Industries Limited. Mr. Cheung has over 30 years of experience in the South East Asia region including sales, marketing and manufacturing. Mr. Cheung graduated from the Hong Kong Polytechnic in Business Studies.

Save as his directorships and appointments as disclosed in this appendix, Mr. Cheung had not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company, Mr. Cheung does not hold any other position in the Company or its subsidiaries.

Mr. Cheung has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Cheung's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2008, Mr. Cheung has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Cheung does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Cheung did not have any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Cheung as Director, save as disclosed in this appendix, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

6. Mr. Thelmo Luis O. CUNANAN JR. MBA, BA, aged 38, appointed as a non-executive Director on 28 November 2008, is a director of All-Media Access Plus, Inc. and Contributing Editor of Travelife. He is also the founding member and executive director of Philippine-Somali Business and Friendship Association, Inc. Mr. Cunanan Jr. also serves as a consultant in various companies in the Philippines. Mr. Cunanan Jr. graduated from Ateneo de Manila University in 1994 with a bachelor's degree in AB Interdisciplinary Studies and later obtained a master's degree in Business Administration from Ateneo de Manila Graduate School of Business.

Save as his directorships and appointments as disclosed in this appendix, Mr. Cunanan Jr. had not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company, Mr. Cunanan Jr. does not hold any other position in the Company or its subsidiaries.

Mr. Cunanan Jr. has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Cunanan Jr.'s appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2008, Mr. Cunanan Jr. has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Cunanan Jr. does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Cunanan Jr. did not have any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Cunanan Jr. as Director, save as disclosed in this appendix, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

7. Ms. Jesusa Victoria HERNANDEZ-BAUTISTA, aged 40, appointed as a non-executive Director on 12 September 2008, is the President of Nature Concepts Inc. She is also a director of San Miguel Pure Foods Company, Inc. (the shares of which are listed on the Philippine Stock Exchange) and Anchor Insurance Brokerage Corporation. Ms. Hernandez-Bautista also holds senior management positions in companies involved in realty, film, trading and manpower services in the Philippines.

Save as her directorships and appointments as disclosed in this appendix, Ms. Hernandez-Bautista had not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company, Ms. Hernandez-Bautista does not hold any other position in the Company or its subsidiaries.

Ms. Hernandez-Bautista has not entered into any service agreement with the Company in relation to her appointment but she is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to her duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Ms. Hernandez-Bautista's appointment as a non-executive Director is not for a specific term as she is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2008, Ms. Hernandez-Bautista has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Ms. Hernandez-Bautista does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Ms. Hernandez-Bautista did not have any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Ms. Hernandez-Bautista as Director, save as disclosed in this appendix, there is no information which is discloseable nor is she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

8. Mr. Romulo L. NERI, MBA, BSBA, aged 59, appointed as an independent non-executive Director and remuneration committee member of the Company on 24 April 2009, is the President and Chief Executive Officer of Social Security System and the Secretary of National Social Welfare Cluster of the Philippines. He is also a director of San Miguel Pure Foods Company, Inc. (the shares of which are listed on the Philippine Stock Exchange). Mr. Neri is also a director of Union Bank of the Philippines, Inc. (the shares of which are listed on the Philippine Stock Exchange), Philex Mining Corporation (the shares of which are listed on the Philippine Stock Exchange) and Philippine Health Insurance Corporation. Mr. Neri is a former Chairman of the Commission on Higher Education (16 August 2007 - 31 July 2008), Monetary Board Member of the Bangko Sentral ng Pilipinas (1 August 2005 - 31 July 2008), Secretary of Socio-Economic Planning and Director-General of the National Economic and Development Authority (16 February 2006 - 15 August 2007; 17 December 2002 - 18 July 2005) and Secretary of the Department of Budget and Management (19 July 2005 - 15 February 2006) in the Philippines.

Mr. Neri graduated from University of the Philippines in 1970 with a bachelor's degree in Marketing and later obtained a master's degree in Business Administration from University of California in Los Angeles in 1979.

Save for his directorships and appointments as disclosed in this appendix, Mr. Neri had not held any directorships in any public listed companies or other major appointment in the past three years. Apart from being an independent non-executive Director and a member of the remuneration committee of the Company, Mr. Neri does not hold any other position in the Company or its subsidiaries.

Mr. Neri has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Neri's appointment as an independent non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company.

Save as disclosed in this appendix, Mr. Neri does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules). The Board is of the view that he has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

As at the date hereof, Mr. Neri did not have any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Neri as Director, save as disclosed in this appendix, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.