

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sys Solutions Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licenced securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



SYS SOLUTIONS HOLDINGS LIMITED

軟迅科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8182)

PROPOSED SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

This circular, for which the directors of Sys Solutions Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Sys Solutions Holdings Limited. The directors of Sys Solutions Holdings Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

A notice convening the EGM (as defined herein) of Sys Solutions Holdings Limited to be held at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong on Tuesday, 17 April 2007 at 3:00 p.m. is set out on pages 10 to 11 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the date of posting. Please note that the English text of this circular shall prevail over the Chinese text.

26 March 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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EXPECTED TIMETABLE

Time & Date

| | |
|---|---|
| Latest time from lodging forms of proxy for the EGM | 3:00 p.m. on Sunday, 15 April 2007 |
| EGM | 3:00 p.m. on Tuesday, 17 April 2007 |
| Publication of further announcement for the effectiveness of the Share Subdivision | on Wednesday, 18 April 2007 |
| Effective date of the Share Subdivision | on Wednesday, 18 April 2007 |
| Dealings in the Subdivided Shares commence | 9:30 a.m. on Wednesday, 18 April 2007 |
| Original counter for trading in existing Shares in board lots of 6,000 Shares temporarily closes | 9:30 a.m. on Wednesday, 18 April 2007 |
| Temporary counter for trading in board lots of 12,000 Subdivided Shares (in the form of Existing Share Certificates) opens | 9:30 a.m. on Wednesday, 18 April 2007 |
| First day of free exchange of Existing Share Certificate for the New Share Certificates | on Wednesday, 18 April 2007 |
| Original counter for trading in Subdivided Shares in board lots of 9,000 Subdivided Shares (in the form of New Share Certificates) re-opens | 9:30 a.m. on Thursday, 3 May 2007 |
| Parallel trading in Subdivided Shares (in the form of New Share Certificates and Existing Share Certificates) commences | 9:30 a.m. on Thursday, 3 May 2007 |
| Matching service for the sale and purchase of odd lots of Subdivided Shares | from Thursday, 3 May 2007 to Friday, 25 May 2007 |
| Temporary counter for trading in board lots of 12,000 Subdivided Shares (in the form of Existing Share Certificates) closes | 4:00 p.m. on Friday, 25 May 2007 |
| Parallel trading in Subdivided Shares (in the form of New Share Certificates and Existing Share Certificates) ends | 4:00 p.m. on Friday, 25 May 2007 |
| Last day for free exchange of Existing Share Certificates for New Share Certificates | on Friday, 1 June 2007 |

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the meanings as set out below:

| | |
|---------------------------------|---|
| “Agent” | Ping An Securities Limited, a licensed corporation to carry on Types 1 (dealing in securities), 4 (advising on securities), 6 (advising on corporate finance) and 9 (asset management) regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the agent appointed for providing matching services to those Shareholders who wish to top-up or sell their holdings of odd lots of the Subdivided Shares |
| “Board” | the board of Directors |
| “CCASS” | the Central Clearing and Settlement System, established and operated by HKSCC |
| “Company” | Sys Solutions Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM |
| “Director(s)” | directors of the Company |
| “EGM” | the extraordinary general meeting of the Company to be held at 3:00 p.m. on Tuesday, 17 April 2007 |
| “Existing Share Certificate(s)” | existing form of certificates of the Shares |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 21 March 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| “Listing Committee” | the listing sub-committee of the board for GEM of the Stock Exchange |
| “Main Board” | has the meaning ascribed to it in the GEM Listing Rules |

DEFINITIONS

| | |
|----------------------------|---|
| “New Share Certificate(s)” | form of certificates of the Subdivided Shares |
| “Share Option Scheme” | the Post-IPO share option scheme adopted by the Company on 25 January 2003 |
| “Share Subdivision” | subdivision of every issued or unissued Share into two Subdivided Shares |
| “Share(s)” | existing ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | registered holder(s) of issued share(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subdivided Share(s)” | ordinary share(s) of par value of HK\$0.005 each in the share capital of the Company upon completion of the Share Subdivision |
| “HK\$” | Hong Kong Dollars, the lawful currency in Hong Kong |

LETTER FROM THE BOARD



SYS SOLUTIONS HOLDINGS LIMITED

軟迅科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8182)

Executive Directors:

Mr. Chan Wing Him Kenny (*Chairman*)

Mr. Chan Man Ching

Independent Non-executive Directors:

Mr. Poon Lai Yin Michael

Mr. Lo Chi Lik

Mr. Tam Hang Chuen

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Unit A, 7th Floor

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

26 March 2007

To Shareholders

Dear Sir or Madam,

**PROPOSED SUBDIVISION OF SHARES
AND
CHANGE OF BOARD LOT SIZE**

INTRODUCTION

The purpose of this circular is to provide you with information on the proposals for (i) the Share Subdivision; and (ii) the change of board lot size.

PROPOSED SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

The Board proposes that each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be subdivided into two Subdivided Shares of par value of HK\$0.005 each. The Shares are currently traded in board lots of 6,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided

LETTER FROM THE BOARD

Shares will be traded in board lots of 9,000 Subdivided Shares. The Board also proposes that the board lot size shall be changed to 9,000 Subdivided Shares. Based on the closing price of HK\$0.495 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, and the existing board lot size of 6,000 Shares, the prevailing board lot value is HK\$2,970. On the basis of the aforesaid closing price and the new board lot size of 9,000 Subdivided Shares, the new board lot value would be HK\$2,227.50. The change of board lot size will not result in any change in the relevant rights of the Shareholders.

Conditions of the Share Subdivision

The Share Subdivision is conditional, amongst other things, upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Share Subdivision; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares.

Reason for the Share Subdivision and the change of board lot size

The Board believes that the Share Subdivision and the change of board lot size will improve the liquidity in trading of shares of the Company, thereby enabling the Company to attract more investors and widen the Company's shareholder base. Given the prevailing market conditions, a more liquid market will provide more flexibility for investors to buy and sell shares of the Company. Accordingly, the Board considers the Share Subdivision and the change of board lot size to be in the best interests of the Company and its Shareholders as a whole.

Save for the costs to be incurred by the Company in implementing the Share Subdivision and the change of board lot size, the Share Subdivision and the change of board lot size will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision and the change of board lot size will not have any adverse effect on the financial position of the Company.

LETTER FROM THE BOARD

Shareholding structure

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$50,000,000 divided into 5,000,000,000 Shares, of which 420,180,000 Shares are in issue and fully paid. Assuming that no further Shares will be issued or repurchased after the Latest Practicable Date, the effect of the Share Subdivision on the share capital of the Company is set out as follows:

| | Before Share Subdivision (assuming no Share is issued or repurchased after the date hereof) | After Share Subdivision (assuming no Share is issued or repurchased after the date hereof) |
|-----------------------------|--|---|
| Par value of each share | HK\$0.01 | HK\$0.005 |
| Number of authorised shares | 5,000,000,000 | 10,000,000,000 |
| Authorised share capital | HK\$50,000,000 | HK\$50,000,000 |
| Number of shares in issue | 420,180,000 | 840,360,000 |
| Issued share capital | HK\$4,201,800 | HK\$4,201,800 |
| Number of unissued shares | 4,579,820,000 | 9,159,640,000 |
| Unissued share capital | HK\$45,798,200 | HK\$45,798,200 |

The Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any change in relevant rights of the Shareholders.

Arrangement on Subdivided Shares

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on Wednesday, 18 April 2007. Parallel trading arrangements will be established with the Stock Exchange and will be operated from Thursday, 3 May 2007 to Friday, 25 May 2007 (both days inclusive). Upon the Share Subdivision becoming effective, the arrangements proposed for dealings in the Subdivided Shares are expected to be as follows:

- (i) From 18 April 2007, the existing counter for trading in the existing Shares in board lots of 6,000 Shares will be temporarily closed. A temporary counter will be established for trading in the Subdivided Shares in board lots of 12,000 Subdivided Shares. Share certificates for the Subdivided Shares in the form of Existing Share Certificates may only be traded at the temporary counter.
- (ii) With effect from 3 May 2007, the existing counter will be re-opened for trading in the Subdivided Shares in board lots of 9,000 Subdivided Shares. Only New Share Certificates for the Subdivided Shares may be traded at the existing counter.

LETTER FROM THE BOARD

- (iii) From 3 May 2007 to 25 May 2007, both days inclusive, parallel trading will be permitted at the two counters mentioned in paragraphs (i) and (ii) above.
- (iv) The temporary counter for trading in the Subdivided Shares in board lots of 12,000 Subdivided Shares (in the form of Existing Share Certificates) will be removed after the close of trading on 25 May 2007.
- (v) With effect from 9:30 a.m. on Monday, 28 May 2007, trading of Subdivided Shares will only be carried out in the original counter in board lots of 9,000 Subdivided Shares (in the form of New Share Certificates).

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Friday, 25 May 2007 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for two Subdivided Shares and may be exchanged free of charge for the New Share Certificates for Subdivided Shares at any time between Wednesday, 18 April 2007 and Friday, 1 June 2007, and on payment of a prescribed fee of HK\$2.50 at any time after Friday, 1 June 2007 at the Company's branch share registrar in Hong Kong, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong. It is expected that the New Share Certificates will be available for collection within a period of 10 business days after the submission of the Existing Share Certificates. The New Share Certificates will be yellow in color so as to be distinguished from the Existing Share Certificates which are blue in color.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of Subdivided Shares as a result of the Share Subdivision and the change of board lot size, the Company will appoint the Agent to provide a matching service to Shareholders who wish to top-up or sell their holdings of odd lots of the Subdivided Shares.

The Agent will provide the service to match the sale and purchase of odd lots of Subdivided Shares during the period from Thursday, 3 May 2007 to Friday, 25 May 2007, both days inclusive. Holders of the Subdivided Shares in odd lots who wish to take advantage of this facility either to dispose of or top-up their odd lots to a board lot of 9,000 Subdivided Shares may, directly or through their brokers, contact Mr. Huton Lee or Mr. Eddy Lam of the Agent on (852) 3421-0969 or (852) 2581-3957 respectively during such period. Shareholders should note that successful matching of the sale and purchase of odd lots of the Subdivided Shares is not guaranteed and will depend on there being adequate amounts of odd lots of the Subdivided Shares available for such matching.

Shareholders are recommended to consult their professional advisers if they are in any doubt about the matching facility described above.

LETTER FROM THE BOARD

Adjustments to share options

As at the Latest Practicable Date, there are outstanding share options for subscription of up to 23,859,000 Shares under the Share Option Scheme. The Share Subdivision may lead to adjustment to the exercise price and the number of Shares which may fall to be issued upon exercise of the outstanding share options. The Company will ascertain the required adjustments to the share options of which will be reviewed by the auditors or independent financial advisor of the Company pursuant to Rule 23.03(13) of the GEM Listing Rules and Paragraph 9 of the rules of the Share Option Scheme, and the holders of the share options will be informed of the required adjustments as soon as practicable.

RIGHT TO DEMAND A POLL

Pursuant to Article 72 of the Company's articles of association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (e) if required by the GEM Listing Rules, 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 at such meeting.

ACTION TO BE TAKEN

If you do not propose to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions thereon, together with the power of attorney, if any, under which it is signed or a notarially certified copy of such power of attorney or authority to the Company's Hong Kong branch share registrar, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the

LETTER FROM THE BOARD

holding the EGM or any adjournment hereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

NOTICE OF THE EGM

A notice convening the EGM to be held at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong on Tuesday, 17 April 2007 at 3:00 p.m. is set out on pages 10 to 11 of this circular.

LISTING AND DEALING

An application will be made to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, the Subdivided Shares.

Subject to the granting of listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General rules of CCASS and CCASS Operational Procedures in effect from time to time.

GENERAL

As at the date hereof, the Board comprises two executive Directors, namely Mr. Chan Wing Him Kenny and Mr. Chan Man Ching, and three independent non-executive Directors, namely Mr. Poon Lai Yin, Michael, Mr. Lo Chi Kit, and Mr. Tam Hang Chuen.

RECOMMENDATION

Having considered the terms of the proposals for the Share Subdivision and the change of the board lot size, the Directors consider that the said proposals are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

Yours faithfully
By Order of the Board
Sys Solutions Holdings Limited
Chan Wing Him Kenny
Chairman

NOTICE OF THE EGM



SYS SOLUTIONS HOLDINGS LIMITED

軟迅科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8182)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sys Solutions Holdings Limited (the “Company”) will be held at 3:00 p.m. on Tuesday, 17 April 2007 at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong for the following purposes:

As special business, to consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the listing sub-committee of the board for the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting or agreeing to grant the listing of, and permission to deal in, the Subdivided Shares (as defined in paragraph (a) of this resolution below):

- (a) with effect from 18 April 2007, every issued and unissued ordinary share of HK\$0.01 each in the capital of the Company (the “Share”) will be subdivided into 2 shares of HK\$0.005 each (the “Subdivided Shares”) and the Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and
- (b) any one director of the Company be and is hereby authorized generally to do all things and to sign all documents appropriate to effect and implement any of the matters set out in paragraph (a) of this resolution.”

By Order of the Board
Sys Solutions Holdings Limited
Chan Wing Him Kenny
Chairman

Hong Kong, 26 March 2007

NOTICE OF THE EGM

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

*Head Office and Principal Place of
Business in Hong Kong:*
Unit A, 7th Floor
Guangdong Investment
148 Connaught Road
Hong Kong

As at the date of this circular, the executive directors of the Company (the “Directors”) are Mr. Chan Wing Him Kenny and Mr. Chan Man Ching, and the independent non-executive Directors are Mr. Lo Chi Kit, Mr. Poon Lai Yin, Michael and Mr. Tam Hang Chuen.

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company’s Hong Kong branch share registrar, Tengis Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the EGM, and in default the form of proxy shall not be treated as valid. The completion and return of the revised form of proxy shall not preclude members from attending and voting in person at the EGM (or any adjourned meeting thereof) should they so wish.
4. Pursuant to Article 72 of the Company’s articles of association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:
 - (a) by the chairman of such meeting; or
 - (b) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (c) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
 - (e) if required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, 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 at such meeting.

A poll may be so demanded before or on the declaration of the result of the show of hands.