
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 to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Buildmore International Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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BUILDMORE INTERNATIONAL LIMITED

建懋國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 108)

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at the Meeting Room of Island Pacific Hotel at 152 Connaught Road West, Hong Kong on Friday, 29 June, 2012 at 11:00 a.m is set out on pages 8 to 10 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the share registrar of the Company, Tricor Standard 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 the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

30 May, 2012

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the Meeting Room of Island Pacific Hotel at 152 Connaught Road West, Hong Kong on Friday, 29 June, 2012 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Buildmore International Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Crowe Horwath”	Crowe Horwath (HK) CPA Limited
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 May, 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

LETTER FROM THE BOARD

BUILDMORE INTERNATIONAL LIMITED

建懋國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 108)

Executive Directors:

Mr. Lo Cheung Kin (*Chairman*)

Madam Huang Haiping (*Chief Executive Officer*)

Mr. Li Jianbo

Madam Song Xiaoling

Registered office:

Room 806, 8th Floor

Two Chinachem Exchange Square

338 King's Road

North Point

Hong Kong

Independent non-executive Directors:

Mr. See Tak Wah

Mr. Wong Cheong

Mr. Ngai Sai Chuen

30 May, 2012

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM, among other matters, (i) the granting of the General Mandate to the Directors; and (ii) the re-election of Directors.

GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with unissued Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association or upon the exercise of rights of subscription or conversion under the terms of any securities or bonds convertible into Shares) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of granting the general mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 131,973,638 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 26,394,727 Shares.

The General Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable laws of Hong Kong to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors, whichever occurs first.

The Directors have no immediate plans to issue any new Shares.

RE-ELECTION OF DIRECTORS

According to Articles 81 and 83 of the Articles of Association, at every annual general meeting one-third of the Directors for the time being or, if their number is not a multiple of three, then the nearest number to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, each of Mr. Lo Cheung Kin, Mr. Li Jianbo and Mr. See Tak Wah will retire from his office by rotation at the AGM and, being eligible, Mr. Lo Cheung Kin and Mr. Li Jianbo will offer themselves for re-election.

Particulars relating to Mr. Lo Cheung Kin, Mr. Li Jianbo are set out in the Appendix to this circular.

Mr. See Tak Wah has decided not to stand for re-election due to his personal commitments and will retire from the Board with effect from the conclusion of the AGM. There is no disagreement between Mr. See Tak Wah and the Board and there is no matter which needs to be brought to the attention of the Stock Exchange or the Shareholders.

AGM

A notice convening the AGM to be held at the Meeting Room of Island Pacific Hotel at 152 Connaught Road West, Hong Kong on Friday, 29 June, 2012 at 11:00 a.m. is set out on pages 8 to 10 of this circular. Ordinary resolution will be proposed at the AGM to approve the proposed grant of the General Mandate.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.capitalfp.com.hk/eng/index.jsp?co=108). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the share registrar of the Company, Tricor Standard 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

The Directors believe that an exercise of the General Mandate to allot and issue new Shares will enable the Company to take advantage of market conditions to raise additional capital for the Company.

Yours faithfully,
For and on behalf of the Board
Lo Cheung Kin
Chairman

The details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Executive Directors

Mr. Lo Cheung Kin, aged 65, appointed as an executive Director on 30th September, 1998, is now the Chairman of the Company. He also acts as the chairman of the Company's nomination committee and directors of Faith Stand (China) Limited, Vast Glory Investment Limited and Jiacheng (Fujian) Investments Co., Ltd., all of which are wholly-owned subsidiaries of the Company, and Viswell International Limited, the Company's 72.12% owned subsidiary. Mr. Lo graduated from Fujian Teachers University in the PRC majoring in Foreign Language. He has about thirty years of experience in the property investment and development market. Mr. Lo served as an independent non-executive director of China Grand Forestry Green Resources Group Limited (Stock Code: 0910) but has ceased to act as such since 30th September, 2009. Save as disclosed herein, Mr. Lo did not hold in the past three years any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lo's appointment as an executive Director is for a term of 3 years and subject to retirement and re-election at the annual general meeting of the Company pursuant to the Company's Articles of Association. The amounts of director's emoluments for Mr. Lo are HK\$40,000 and RMB10,000 per month. Such emoluments have been made with reference to his duties, responsibilities and contribution to the Group. Save as disclosed herein, except the director's emoluments, there are no other benefits provided to Mr. Lo for his directorship in the Group.

Mr. Lo is a director and the beneficial owner of Mass Honour Investment Limited ("Mass Honour"), a substantial shareholder of the Company. Save as disclosed herein, Mr. Lo does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules. As at the Latest Practicable Date, Mr. Lo has corporate interest (through Mass Honour) in 29,173,638 Shares, representing approximately 22.11% of the issued share capital of the Company.

There is no information relating to Mr. Lo that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter of Mr. Lo that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Li Jianbo, aged 51, appointed as an executive Director on 20th October, 2006, is also acting as a member of the Company's remuneration committee. In addition, Mr. Li acts as director of Jiacheng (Fujian) Investments Co., Ltd., a wholly-owned subsidiary of the Company. Mr. Li graduated from Fujian Teachers University in the PRC. Mr. Li previously served as secretary of the General Office of Fujian Provincial People's Municipal Government of the PRC and its representative office in Hong Kong, Fujian Enterprises (Holdings) Company Limited. Currently, he is principally engaged in managing a private fund in Hong Kong and is also a director of that private fund company, and he has extensive experience in fund investment. Save as disclosed herein, Mr. Li did not hold in the past three years any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Li's appointment as an executive Director is for a term of 3 years and subject to retirement and re-election at the annual general meeting of the Company pursuant to the Company's Articles of Association. The amounts of director's emoluments for Mr. Li are HK\$10,000 and RMB10,000 per month. Such emoluments have been made with reference to his duties, responsibilities and contribution to the Group. Save as disclosed herein, except the director's emoluments, there are no other benefits provided to Mr. Li for his directorship in the Group.

Mr. Li does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules. As at the Latest Practicable Date, Mr. Li does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company with the meaning of Part XV of the SFO.

There is no information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter of Mr. Li that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING

BUILDMORE INTERNATIONAL LIMITED

建懋國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 108)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Buildmore International Limited (the “**Company**”) will be held at the Meeting Room of Island Pacific Hotel at 152 Connaught Road West, Hong Kong on Friday, 29 June, 2012 at 11:00 a.m. to transact the following businesses:

As ordinary business:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 January, 2012 and the reports of the directors and the independent auditor thereon.
2. To re-elect the retiring Directors and authorise the Board to fix the Directors’ remuneration.
3. To re-appoint the retiring auditor and to authorise the Board to fix the auditor’s remuneration.

And, **as special business**, to consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of Hong Kong to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

By order of the Board
Lo Cheung Kin
Chairman

Hong Kong, 30 May, 2012

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Room 806
8th Floor
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

Notes:

- (a) A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, vote in his stead. A proxy need not be a shareholder of the Company.
- (b) In order to be valid, the form of proxy must be deposited 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, at the office of the Company's share registrar, Tricor Standard 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 or any adjournment thereof.
- (c) In relation to the proposed resolution no. 4 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under any share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.