



# SHUN CHEONG HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

Stock Code: 650

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (“SGM”) of the shareholders of Shun Cheong Holdings Limited (the “Company”) will be held at Fung Shui Room, 6th Floor, The Marco Polo Hong Kong Hotel, Harbour City, Kowloon, Hong Kong on Thursday, 16 September 2004 at 11:30 a.m. (or immediately following the conclusion of the annual general meeting of the Company convened to be held at 11:00 a.m. at the same location and on the same date) for the purpose of considering and, if thought fit, passing the following resolutions of the Company as a Special Resolution No. 1 and as Ordinary Resolutions Nos. 2 and 3:

### SPECIAL RESOLUTION

1. “**THAT**

- (a) every 4 shares of HK\$0.10 each in the share capital of the Company (whether issued or unissued) be consolidated (“Share Consolidation”) into a share of HK\$0.40 each (“Consolidated Share”);
- (b) immediately following the Share Consolidation, (i) the par value of each of the Consolidated Shares in issue be reduced from HK\$0.40 to HK\$0.01 (“Capital Reduction”) by way of cancelling the paid-up capital in the amount of HK\$0.39 from each Consolidated Share; (ii) each authorised but unissued Consolidated Share of HK\$0.40 each be subdivided into 40 shares of HK\$0.01 each; and (iii) the creation of 4,521,285,600 shares of HK\$0.01 each so that the authorised share capital of the Company shall be increased from HK\$34,787,144 to HK\$80,000,000 divided into 8,000,000,000 shares of HK\$0.01 each;
- (c) the credit amount of HK\$45,212,856 (the “Credit Amount”) arising as a result of the Capital Reduction (as defined in sub-paragraph (b) above) be applied towards the partial elimination of the accumulated losses of the Company as at 31 March 2004 in the amount of HK\$108,935,656 (the “Accumulated Losses”) as shown in the audited financial statements of the Company for the year ended 31 March 2004;

- (d) the cancellation of the share premium account of HK\$110,631,927 and the application of the credit arising therefrom to eliminate the balance of the accumulated losses of the Company as at 31 March 2004 and to apply the remaining credit of HK\$46,909,127 arising therefrom to the Company's contributed surplus account; and
- (e) the directors of the Company ("Directors") be and are hereby authorised to do all acts and things which in their opinion are necessary to effect and implement any of the foregoing."

## **ORDINARY RESOLUTIONS**

### **2. "THAT**

- (a) the entering into the agreement ("Agreement") dated 10 August 2004 between Ever Billion Engineering Limited, a wholly-owned subsidiary of the Company, and Chinney Construction Company, Limited be approved and confirmed;
- (b) the annual cap of the Agreement for each of the three years to 31 March 2007 of HK\$120 million and that for the year ending 31 March 2008 of HK\$78 million be approved and confirmed; and
- (c) the Directors be and are hereby authorised to do all such acts and things which in their opinion are necessary to effect and implement any of the foregoing."

### **3. "THAT**

- (a) subject to sub-paragraph (b) of this resolution, the exercise of the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants and securities convertible or exercisable into shares of the Company, which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of subscription or conversion rights under the terms of any warrants of the Company or any securities which are convertible or exercisable into shares of the Company or any share option scheme or any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company or a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of this resolution and this approval shall be limited accordingly; and

(c) for the purpose of this resolution:

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

- (i) the conclusion of the next 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 Bye-laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares in the Company, or any offer of warrants, options or other securities giving rights to subscribe for shares in the Company, open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company, after making enquiry, may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).

By order of the Board  
**Wong Sai Wing, James**  
*Chairman*

Hong Kong, 24 August 2004

*Head Office and Principal Place of Business:*

Flat 201, 2nd Floor  
Premier Centre  
20 Cheung Shun Street  
Lai Chi Kok  
Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A member being a corporation, in addition to any letter of authorisation from a recognised clearing house (if applicable), may by resolution of its directors authorise such person, as it deems appropriate, to act as its representative (the “corporate representative”) to attend and vote on its behalf and for the number of shares it represents. Any member wishing to appoint such corporate representative for the purposes of the meeting are required to produce and lodge with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong duly certified true copies of the resolution of the board of directors of the member authorising the appointment of the corporate representative not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the corporate representative named in such resolution proposes to vote.
3. A form of proxy for use for the aforesaid purpose will be delivered forthwith together with a copy of this original notice to the registered address of the members entitled to vote at the meeting. In order to be valid, the said form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in such instrument proposes to vote.
4. Whether or not you propose to attend the meeting in person, you are strongly urged to complete and return the said form of proxy in accordance with the instructions printed thereon. Completion and return of such form of proxy will not preclude you from attending the meeting and voting in person if you so wish (in which case any appointment of proxy for the purpose of the meeting will be automatically revoked).
5. For joint registered holders of any share attending the meeting on the same occasion, the vote of the holder whose name stands first on the register who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
6. As at the date hereof, the board of directors of the Company comprises of nine directors, of whom four are executive directors, namely Dr. Wong Sai Wing, James, Mr. Chan Yuen Keung, Zuric, Mr. Au Shiu Wai, Frank and Mr. Au Yu Fai, Patrick; two non-executive directors, namely Mr. Yu Sek Kee, Stephen and Mr. Hong Yiu, and three independent non-executive directors, namely Dr. Chan Chok Ki, Mr. Ho Hin Kwan, Edmund and Mr. Yu Hon To, David.

*website: <http://www.irasia.com/listco/hk/shuncheong>*

Please also refer to the publish version of this announcement in the Standard.