



SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of the shareholders of Shun Cheong Holdings Limited (the “Company”) will be held at Plaza I-III, Lower Lobby, Novotel Century, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 19 May 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the obligations of Upsky Enterprises Limited (“Upsky”) under the underwriting agreement dated 7 April 2008 (the “**Underwriting Agreement**”) between the Company and Upsky (a copy of the Underwriting Agreement has been produced to the SGM and marked “A” and initialled by the chairman of the SGM for identification purpose) becoming unconditional:–

- (a) the rights issue (the “**Rights Issue**”) of 208,395,600 new shares (the “**Rights Shares**”) in the share capital of the Company (the “**Shares**”) to the holders of the Shares in the Company (the “**Shareholders**”) at the subscription price of HK\$0.50 per Rights Share in the proportion of three Rights Shares for every two existing Shares held by the Shareholders whose names appear on the register of members of the Company as at the close of business on 19 May 2008, other than those Shareholder(s) whose address(es) as shown on the register of members of the Company is/are outside Hong Kong where the directors of the Company (the “**Directors**”), based on the legal opinions provided by the overseas legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, on and subject to the terms and conditions set out in the circular to the Shareholders dated 29 April 2008 (the “**Circular**”) and on such other terms and conditions as may be determined by the Directors be and is hereby approved;
- (b) the Underwriting Agreement and any of the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* *For identification purpose only*

- (c) the Directors be and are hereby authorised to issue and allot the Rights Shares on terms as set out in the Circular and to do all such acts and things, to sign and execute all such further documents and to take all such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue and the Underwriting Agreement or any of the transactions contemplated thereunder.”

By order of the Board
Shun Cheong Holdings Limited
Cao Jing
Executive Chairman

Hong Kong, 29 April 2008

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Place of Business:
Suite 2302, Wing On Centre
111 Connaught Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by a duly authorised corporate representative or by proxy. A member who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a 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, shall be deposited at Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the form of proxy shall not be treated as valid.
4. Where there are joint registered holders of any Share, any one of such persons may vote at the SGM, 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 be present at the SGM personally or by proxy, that one of the said persons 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.
5. A form of proxy for use at the SGM is enclosed herewith.

As at the date hereof, the directors of the Company comprises of six directors, of whom two are executive directors, namely Ms. Cao Jing (executive chairman) and Mr. Zhang Shaohua (managing director), one is non-executive director, namely Mr. Mo Tianquan, and three are independent non-executive directors, namely Prof. Ye Jianping, Mr. Derek Palaschuk and Mr. Yao Xusheng.