
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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shun Cheong Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

**PROPOSED AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the Special General Meeting of Shun Cheong Holdings Limited to be held on Wednesday, 30 September 2009 at 10:45 a.m. or immediately after the conclusion of the annual general meeting of the Company scheduled to be held on Wednesday, 30 September 2009 at 10 a.m. (or at any adjournment thereof) in the Plaza III, Lower Lobby, Novotel Century, Hong Kong is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the Special General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the 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 meeting or any adjournment of the meeting should you so wish.

7 September 2009

* *For identification purposes only*

CONTENTS

	<i>Page(s)</i>
Definitions	1
Letter from the Board	
Introduction	2
Proposed Amendments to the Bye-Laws	2-3
Special General Meeting and Proxy Arrangement	3
Voting by way of poll	3
Recommendation	3
General Information	4
Responsibility Statement	4
Appendix I – Details of proposed amendments to the Bye-Laws	5-10
Notice of Special General Meeting	11-14

DEFINITIONS

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

“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	Shun Cheong Holdings Limited, an exempted company incorporated in Bermuda with limited liability and registered in Hong Kong under Part XI of the Companies Ordinance, the shares of which are listed on the Stock Exchange
“Directors”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 September 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of Share(s)
“Share(s)”	share(s) of HK\$0.01 each in the issued share capital of the Company
“Special General Meeting”	the special general meeting of the Company to be held on Wednesday, 30 September 2009, at 10:45 a.m. or immediately after the conclusion of the annual general meeting of the Company scheduled to be held on Wednesday, 30 September 2009 at 10 a.m. (or at any adjournment thereof) in the Plaza III, Lower Lobby, Novotel, Hong Kong and notice of which is set out on pages 11 to 14 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong

LETTER FROM THE BOARD



SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

Executive Directors:

Cao Jing (*Executive Chairman*)

Zhang Shaohua (*Managing Director*)

Non Executive Director:

Mo Tianquan

Independent Non-executive Directors:

Ye Jianping

Palaschuk Derek Myles

Yao Xusheng

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Head office and Principal

Place of Business:

Suite 2302, Wing On Centre,

111 Connaught Road Central,

Hong Kong

7 September 2009

To Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE BYE-LAWS AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposed resolutions at the Special General Meeting so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution in relation thereto.

The resolution includes the approving of the proposed amendments of the Bye-Laws.

PROPOSED AMENDMENTS TO THE BYE-LAWS

In light of the recent amendments to the Listing Rules which came into effect on 1 January 2009 and to bring the Bye-Laws up to date, the Board would also take the opportunity at the Special General Meeting to seek the approval of the Shareholders to amend the current Bye-Laws to bring them in line with the requirement of the Listing Rules.

* *For identification purposes only*

LETTER FROM THE BOARD

The proposed amendments in the Bye-Laws are summarised as follows:

- 1) Notice to the shareholders shall be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings; and
- 2) All votes of the Shareholders at a general meeting shall be taken by poll.

Details of the proposed amendments to the Bye-Laws are set out in Appendix I to this circular.

SPECIAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Special General Meeting is set out on pages 11 to 14 of this circular.

A form of proxy for use at the Special General Meeting is enclosed with this circular. Whether or not you are able to attend the Special General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the meeting or any adjournment of the meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The Directors are not aware of any shareholders who are required to abstain from voting on any particular resolution at the Special General Meeting.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the Special General meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposals for the proposed amendments to the Bye-laws are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of the resolution to be proposed at the Special General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
Shun Cheong Holdings Limited
Cao Jing
Executive Chairman

This Appendix sets out the existing Bye-Laws and the proposed amendments to the Bye-Laws for ease of reference. Capitalised terms used in this Appendix have the same meanings as defined in the Bye-Laws.

Bye-Law No.	Existing bye-laws	Bye-Law No.	Proposed amendments
	No such provision	1.(A)	“business day” shall mean a day on which The Stock Exchange of Hong Kong Limited generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where The Stock Exchange of Hong Kong Limited is closed for the business in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-Laws be counted as a business day.
1.(C)	A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the cases of members which are corporations, by their respective duly authorised representatives or, where voting is by poll, by proxy at a general meeting of which not less than 21 days’ notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, if it is so agreed by a majority in number of the members having a right to attend and vote at any such meeting, being a majority together holding not less than 95% per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days’ notice has been given.	1.(C)	A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the cases of members which are corporations, by their respective duly authorised representatives or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice has been given in accordance with Bye-Law 63 specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution.

Bye-Law No.	Existing bye-laws	Bye-Law No.	Proposed amendments
1.(D)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised representative or, where voting is by poll, by proxy at a general meeting held in accordance with these presents and of which not less than 14 days' notice has been duly given.	1.(D)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting held in accordance with these presents and of which notice has been given in accordance with Bye-Law 63.
63.	An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Company Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-	63.	An annual general meeting shall be called by not less than twenty-one (21) clear days' notice in writing or not less than twenty (20) clear business days' notice in writing (whichever is longer) and any special general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' notice in writing or not less than ten (10) clear business days' notice in writing (whichever is longer). All other special general meetings may be called by notice of not less than fourteen (14) clear days notice in writing and not less than ten (10) clear business days notice in writing (whichever is longer). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-

Bye-Law No.	Existing bye-laws	Bye-Law No.	Proposed amendments
	<p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.</p>		<p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.</p>
70.	<p>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 results of the shows of hands or on the withdrawal of any other demand for a poll) demand:-</p> <p>(i) by the Chairman of the meeting; or</p> <p>(ii) 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</p> <p>(iii) by any member of 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</p>	70.	<p>At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll.</p>

Bye-Law No.	Existing bye-laws	Bye-Law No.	Proposed amendments
	<p>(iv) 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 holding shares in the Company 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.</p> <p>Unless a poll be so demand and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>		
71.	<p>If a poll is demand as aforesaid, it shall (subject as provided in Bye-Law 72) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.</p>	71.	<p>The results of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of The Stock Exchange of Hong Kong Limited.</p>

Bye-Law No.	Existing bye-laws	Bye-Law No.	Proposed amendments
72.	Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting without adjournment.	72.	Intentionally deleted.
73.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.	73.	In the case of an equality of votes, the Chairman of such meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.
74.	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demand.	74.	Intentionally deleted.
76.	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.	76.	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every member who is present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Bye-Law No.	Existing bye-laws	Bye-Law No.	Proposed amendments
79.	A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration Office.	79.	A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration Office.

NOTICE OF SPECIAL GENERAL MEETING



SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

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 III, Lower Lobby, Novotel Century, Hong Kong on Wednesday, 30 September 2009, at 10:45 a.m. or immediately after the conclusion of the annual general meeting of the Company scheduled to be held on Wednesday, 30 September 2009 at 10 a.m. (or at any adjournment thereof) to consider as special business and, if thought fit, pass the following resolution as a Special Resolution of the Company:

SPECIAL RESOLUTION

“To consider as special business and, if thought fit, pass the following resolution as a Special Resolution of the Company:

“**THAT**, the Bye-Laws of the Company be and are hereby amended in the following manner:

(a) Bye-Law 1(A)

By inserting the following paragraph immediately after the definition of “the Board”:

““business day” shall mean a day on which The Stock Exchange of Hong Kong Limited generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where The Stock Exchange of Hong Kong Limited is closed for the business in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-Laws be counted as a business day.”

(b) Bye-Law 1(C)

By deleting existing Bye-Law 1(C) in its entirety and replacing it with the following:

“(C) A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the cases of members which are corporations, by their respective duly authorised representatives or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice has been given in accordance with Bye-Law 63 specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution.”

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

(c) Bye-Law 1(D)

By deleting existing Bye-Law 1(D) in its entirety and replacing it with the following:

“(D) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting held in accordance with these presents and of which notice has been given in accordance with Bye-Law 63.”

(d) Bye-Law 63

By deleting existing Bye-Law 63 in its entirety and replacing it with the following:

“63. An annual general meeting shall be called by not less than twenty-one (21) clear days’ notice in writing or not less than twenty (20) clear business days’ notice in writing (whichever is longer) and any special general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days’ notice in writing or not less than ten (10) clear business days’ notice in writing (whichever is longer). All other special general meetings may be called by notice of not less than fourteen (14) clear days notice in writing and not less than ten (10) clear business days notice in writing (whichever is longer). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:—

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.”

(e) Bye-Law 70

By deleting existing Bye-Law 70 in its entirety and replacing it with the following:

“70. At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll.”

NOTICE OF SPECIAL GENERAL MEETING

(f) Bye-Law 71

By deleting existing Bye-Law 71 in its entirety and replacing it with the following:

“71. The results of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of The Stock Exchange of Hong Kong Limited.”

(g) Bye-Law 72

By deleting existing Bye-Law 72 in its entirety and replacing it with the following:

“72. Intentionally deleted.”

(h) Bye-Law 73

By deleting existing Bye-Law 73 in its entirety and replacing it with the following:

“73. In the case of an equality of votes, the Chairman of such meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”

(i) Bye-Law 74

By deleting existing Bye-Law 74 in its entirety and replacing it with the following:

“74. Intentionally deleted.”

(j) Bye-Law 76

By deleting existing Bye-Law 76 in its entirety and replacing it with the following:

“76. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every member who is present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”

NOTICE OF SPECIAL GENERAL MEETING

(k) Bye-Law 79

By deleting existing Bye-Law 79 in its entirety and replacing it with the following:

“79. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration Office.”

By Order of the Board
Shun Cheong Holdings Limited
Poon Yan Wai
Company Secretary

Hong Kong, 7 September 2009

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holder are 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 Shares shall alone be entitled to vote in respect thereof.
5. 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. Palaschuk Derek Myles and Mr. Yao Xusheng.