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## **SHUN CHEONG HOLDINGS LIMITED**

**順昌集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 650)**

### **NOTICE OF SGM**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**SGM**”) of Shun Cheong Holdings Limited (the “**Company**”) will be held at Suite 2302, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 20 May 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

The entry into of the Deed of Amendment (as defined in the circular to the shareholders of the Company dated 30 April 2013), a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for identification purpose, the transactions contemplated thereunder and the execution if the Deed of Amendment and any documents and agreements incidental thereto under the common seal of the Company by any two directors of the Company on behalf of the Company be and are hereby confirmed, approved, authorized and ratified in all respect; and

Any one director of the Company or, if the affixation of the common seal of the Company is necessary, any two directors of the Company be and is/are hereby authorized for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or

\* *For identification purpose only*

incidental to, ancillary to or in connection with the matters contemplated in the Deed of Amendment and the transactions contemplated thereunder or otherwise in relation to the Deed of Amendment and the matters and the transactions contemplated thereunder.”

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

Hong Kong, 30 April 2013

*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, vote in his stead. A proxy need not be a member of the Company.
2. 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 SGM. 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 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjourned general meeting at which the person named in such instrument proposes to vote.
3. Whether or not you propose to attend the SGM in person, you are requested 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 SGM and voting in person if you so wish (in which case any appointment of proxy for the purpose of the SGM will be automatically revoked).
4. For joint registered holders of any share attending the SGM 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.
5. As at the date hereof, the directors of the Company comprises 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. Deng Wei.