



JINHENG AUTOMOTIVE SAFETY TECHNOLOGY HOLDINGS LIMITED

錦恆汽車安全技術控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8293)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Jinheng Automotive Safety Technology Holdings Limited (the “**Company**”) will be held at 33rd Floor, 9 Queen’s Road Central, Central, Hong Kong at 10:00 a.m. on Wednesday, 2 January 2008 for the purposes of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT**”

- (a) the agreement dated 24 November 2007 (the “**Winner SP Agreement**”) between (i) Mr. Xing Zhanwu (邢戰武) and Mr. Zhao Qingjie (趙清潔) as vendors and (ii) Smooth Ever Limited (順永有限公司) as purchasers in relation to the acquisition of the entire issued share capital of Winner Investment Limited (榮長投資有限公司), a copy of the Winner SP Agreement has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated by the Winner SP Agreement be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of a maximum of 10,700,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) to satisfy HK\$13,696,000 being the consideration at an issue price of HK\$1.28 per Consideration Shares, credited as fully paid, to the Purchasers, be and is hereby approved; and
- (c) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Winner SP Agreement including but not limited to the allotment and issue of the Consideration Shares and the transactions contemplated thereunder.”

By order of the Board

Jinheng Automotive Safety Technology Holdings Limited

Li Feng

Chairman

Registered office:
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Cayman Islands

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of business in the PRC*
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Principal place of business in Hong Kong:
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74-77 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association 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 EGM 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. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited 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, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the EGM, 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 EGM 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.
4. The voting on the resolution at the EGM will be conducted by way of a poll.