



LEI SHING HONG LIMITED

利星行有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 238)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Lei Shing Hong Limited (“Company”) will be held at 10:00 a.m. on Friday, 3 December 2004, at Chater Room, 2nd Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT

- (a) the disposal of the 44,880,000 shares of NTD10 each in Zhong Li Investment Limited (“Interest Disposal”), representing 51% of the issued share capital therein, by Knightsbridge Limited (“Knightsbridge”), an indirect wholly owned subsidiary of the Company, to Capital Motors Inc. (“Purchaser”), in which the Company holds an indirect interest of 34.9% on the terms and conditions of the sale and purchase agreement (“Disposal Agreement”) dated 8 June 2004 and entered into between Knightsbridge as vendor and the Purchaser as purchaser, a copy of the Disposal Agreement has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and all transactions contemplated thereunder as described in the circular of the Company (“Circular”) dated 17 November 2004 be and are hereby approved and confirmed;
- (b) the adjustment and finalization of the consideration payable by the Purchaser to Knightsbridge in relation to the Interest Disposal on the terms and conditions of the supplemental agreement to the Disposal Agreement (“Supplemental Agreement”) dated 19 October 2004 and entered into between Knightsbridge as vendor and the Purchaser as purchaser, a copy of the Supplemental Agreement has been produced to this meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, and all transactions contemplated thereunder as described in the Circular be and are hereby approved and confirmed; and

(c) the signing and execution (under hand or under seal), perfection and delivery of both the Disposal Agreement and the Supplemental Agreement be and are hereby confirmed. The directors of the Company ("Directors") be and they are hereby authorized to do all such acts and things which are in their opinion necessary, appropriate, desirable or expedient to implement and give effect to the terms of the Interest Disposal and all transactions contemplated under each of the Disposal Agreement and the Supplemental Agreement and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith."

By Order of the Board
Lei Shing Hong Limited
Gan Khian Seng
Managing Director

Hong Kong, 17 November 2004

Registered office:
8th Floor
New World Tower I
18 Queen's Road Central
Hong Kong

Notes:

1. A form of proxy for use at the meeting is being despatched to the members of the Company together with a copy of this notice.
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 its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the extraordinary general meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with 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, must be deposited at the Company's registered office at 8th Floor, New World Tower I, 18 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude a member of the Company from attending and voting in person at the extraordinary general meeting convened or any adjournment thereof, and in such event, the form of proxy will be deemed to be revoked.

As at the date of this notice, the executive Directors are Mr. Gan Khian Seng, Mr. Yong Foo San, Mr. Volker Josef Eckehard Harms, Ms. Lim Mooi Ying, Marianne and Mr. Lam Kwong Yu. The non-executive Directors are Mr. Christopher Patrick Langley and Mr. Victor Yang and the independent non-executive Directors are Mr. Fung Ka Pun, Mr. Hubert Meier and Mr. Alan Howard Smith.

"Please also refer to the published version of this announcement in the South China Morning Post"