



SANYUAN GROUP LIMITED 三元集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 140)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Botticelli, 2/F, Langham Hotel, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong, on Friday, 17 June 2005 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and reports of the directors and auditors for the year ended 31 December 2004;
2. To re-elect directors and to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** a general mandate be and is hereby unconditionally given to the directors of the Company to issue, allot and dispose of and to make or grant offers, agreements or options which might require the allotment, issue or disposal of shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of this Resolution during the Relevant Period.

For the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; or
 - (c) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s Articles of Association to be held.”; and
5. To transact any other ordinary business of the Company.

By order of the Board
Leung Hon Man
Company Secretary

Hong Kong, 29 April 2005

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy must be deposited at the Company's Share Registrars in Hong Kong, Secretaries Limited, Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with any power of attorney or other authority, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before that time for holding the meeting or adjourned meeting.
3. Concerning the matters set out in Resolution 4, a general mandate is being sought from members to authorise the allotment and issue of shares under the Listing Rules of the Stock Exchange of Hong Kong Limited in order to provide flexibility to the directors should it become desirable for the Company to exercise such powers.

At the date of this announcement, the Board comprises three Executive Directors, namely Mr. Wu Kwai Yung, Mr. Zhao Tie Liu and Dr. Wan Kwong Kee and three Independent Non-Executive Directors, namely Mr. Zhou Haijun, Mr. Ng Wai Hung and Mr. Xu Zhi.

Please also refer to the published version of this announcement in China Daily.