



# SANYUAN GROUP LIMITED 三元集團有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock code: 140)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Sanyuan Group Limited (the “Company”) will be held at 10:30 a.m. on Monday, 5th September, 2005 at Michelangelo, 2/F, Langham Hotel, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions numbered 1 and 2 as ordinary resolutions:

### ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the Subscription Agreement (as defined in the circular (the “Circular”) of the Company dated 19th August, 2005), a copy of each of the Subscription Agreement and the Circular is produced to this meeting marked “A” and “B” respectively and signed by the chairman of this meeting for the purpose of identification, and all transactions contemplated under or incidental to the Subscription Agreement be and are hereby approved and the directors of the Company be and are hereby authorised to take all steps and actions, and execute such documents and instruments necessary or expedient in their opinion to implement and/or give effect to the terms of the Subscription Agreement;
- (b) the issue of the Note (as defined in the Circular) be and is hereby approved and the directors of the Company be and are authorised to issue the Note to Hong Jin (as defined in the Circular), pursuant to the terms of the Subscription Agreement; and
- (c) the directors of the Company be and are authorised to issue the Conversion Shares (as defined in the Circular) to Hong Jin upon Conversion (as defined in the Circular), pursuant to the terms and conditions of the Note.”

2. **“THAT** the JV Agreement (as defined in the Circular), a copy of the JV Agreement is produced to the Meeting marked “C” and signed by the chairman of this Meeting for the purpose of identification, and all transactions contemplated under or incidental to the JV Agreement be and are hereby approved and the directors of the Company be and are hereby authorised to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the JV Agreement.”

By order of the Board  
**Sanyuan Group Limited**  
**Leung Hon Man**  
*Company Secretary*

Hong Kong, 19th August, 2005

*Notes:*

1. A form of proxy for use at the EGM is enclosed.
2. Any member entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
3. 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 seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at Secretaries Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the EGM or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or the poll concerned.
5. In the case of joint holders the vote of the senior who tenders a vote, whether (being an individual) in person or by proxy or (being a corporation) by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.
6. The voting on both resolutions numbered 1 and 2 will be conducted by way of a poll.
7. On a poll, every person who is so present shall have one vote for every fully paid up or credited as fully paid up share held by him or in respect of which he is a proxy or representative.

*As at the date of this announcement, the Board comprises six Directors: Mr. Wu Kwai Yung, Mr. Zhao Tie Liu and Dr. Wan Kwong Kee are the executive Directors; Mr. Zhou Haijun, Mr. Ng Wai Hung and Mr. Xu Zhi are the independent Non-executive Directors.*

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