



PME GROUP LIMITED

必美宜集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 379)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of PME Group Limited (the “Company”) will be held at 5th Floor, Unison Industrial Centre, Nos. 27-31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Tuesday, 18 September 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the conditional sale and purchase agreement (the “Agreement”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) dated 25 June 2007 and entered into between Gainyear Worldwide Limited, a wholly owned subsidiary of the Company, as purchaser and Well Support Limited as vendor in relation to the sale and purchase of 52,415,466 shares (each a “Share”) of HK\$0.001 each in the share capital of China Railway Logistics Limited (formerly known as Proactive Technology Holdings Limited) for a total consideration of HK\$928,802,057.70 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) 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/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder;
- (c) the allotment and issue of an aggregate of 282,000,000 shares (the “Consideration Shares” and each a “Consideration Share”) of HK\$0.01 each in the share capital of the Company credited as fully paid at an issue price of HK\$1.10 per Consideration Share to the Vendor in accordance with the Agreement be and is hereby approved;

* *for identification purposes only*

- (d) any one or more Directors be and is/are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Agreement and to take all steps necessary or expedient in his/their opinion to implement and/or give effect to the allotment and issue of the Consideration Shares;
 - (e) the issue of the convertible bonds (the “Convertible Bonds”) in the principal amount of HK\$618,602,057.70 by the Company in accordance with the terms and conditions of the Agreement and the transactions contemplated thereunder be and are hereby approved; and
 - (f) any one or more Directors be and is/are hereby authorised to take all steps necessary, desirable or expedient in his/their opinion to implement and/or give effect to the issue of the Convertible Bonds including but not limited to the allotment and issue of ordinary shares of HK\$0.01 each in the share capital of the Company of which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds.”
2. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting (the “AGM”) of the Company held on 5 June 2007 be and is hereby revoked and replaced by the mandate **THAT**:
- (a) subject to paragraph (c) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each (the “Shares”) in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of such resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

3. “**THAT** conditional upon the passing of resolution no. 2 above, the mandate granted to the Directors at the AGM to extend the general mandate to allot and issue Shares to Shares repurchased by the Company be and is hereby revoked and replaced by the mandate **THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 2 above in respect of the share capital of the Company referred to in subparagraph (bb) of paragraph (c) of such resolution.”
4. “**THAT** Mr. Chow Fu Kit Edward be re-elected as an independent non-executive Director of the Company and that the board of directors of the Company be authorised to fix his remuneration.”

SPECIAL RESOLUTION

5. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “PME Group Limited” to “CR Investment (Holdings) Company Limited” and upon the name change becoming effective, the new Chinese name “中鐵投資(控股)有限公司” will be adopted to replace “必美宜集團有限公司” for identification purpose only with effect from the date of entry of the new name of the register maintained by the Registrar of Companies in the Cayman Islands and that the Directors be and are hereby authorised to do all such acts and things and execute all such documents they consider necessary, desirable or expedient to give effect to the aforesaid change of name of the Company.”

By order of the Board
PME Group Limited
Cheng Kwok Woo
Chairman

Hong Kong, 22 August 2007

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
5th Floor
Unison Industrial Centre
Nos. 27-31 Au Pui Wan Street
Fo Tan
Shatin
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one 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. A form of proxy for use at the EGM will be sent to the shareholders of the Company. Whether or not the shareholder intends to attend the EGM in person, he/she is encouraged to complete and return the form of proxy in accordance with the instructions printed thereon. 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 order to be valid, the form of proxy, 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 must be deposited at the head office and principal place of business in Hong Kong of the Company at 5th Floor, Unison Industrial Centre, Nos. 27 - 31 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. 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.

As at the date of this notice, the Board comprises (1) Mr. Cheng Kwok Woo, Mr. Cheng Kwong Cheong, Ms. Cheng Wai Ying, Mr. Chow Yin Kwang, Ms. Chan Yim Fan, Ms. Yeung Sau Han Agnes and Ms. Chan Shui Sheung Ivy as executive directors; and (2) Messrs Anthony Francis Martin Conway, Leung Yuen Wing, Soong Kok Meng Bernard and Chow Fu Kit Edward as independent non-executive directors.