



**LEI SHING HONG LIMITED**

**利星行有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 238)**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Lei Shing Hong Limited (the “Company”) will be held at Level 3, JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 25 February 2008 at 11:00 a.m. (or so soon thereafter as the Meeting of certain holders of the ordinary shares of HK\$1.00 each in the capital of the Company convened for the same place and date shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution:

**SPECIAL RESOLUTION**

**“THAT:**

- (A) the Scheme of Arrangement dated 29 January 2008 between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) which has been produced to this Meeting and for the purposes of identification, signed by the Chairman of this Meeting, with any modification thereof or addition thereto or conditions approved or imposed by the High Court of the Hong Kong Special Administrative Region, be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme of Arrangement, on the Effective Date (as defined in the Scheme of Arrangement):
  - (i) the authorised and issued capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
  - (ii) subject to and forthwith upon such reduction of capital taking effect, the authorised capital of the Company be increased to its former amount of HK\$2,000,000,000 by the creation of such number of new ordinary shares of HK\$1.00 each in the capital of the Company as is equal to the number of the Scheme Shares cancelled; and
  - (iii) the Company shall apply the credit arising in its books of account as a result of the reduction of capital in paying up in full at par such number of new ordinary shares of HK\$1.00 each in the capital of the Company to be created as aforesaid, which new shares shall be allotted and issued, credited as fully paid, to Best Star Group Limited;

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (C) subject to the Scheme of Arrangement taking effect, the directors of the Company be and are hereby authorised to apply to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the immediate withdrawal of the listing of the Company’s shares on the Stock Exchange; and
- (D) the Directors of the Company be and are hereby unconditionally authorised to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme of Arrangement, which the High Court of the Hong Kong Special Administrative Region may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and in relation to the Proposal (as defined in the composite document sent to the shareholders of the Company dated 29 January 2008 of which the Notice convening this Meeting forms part).”

By order of the Board  
**LEI SHING HONG LIMITED**  
**Lim Mooi Ying, Marianne**  
*Company Secretary*

Hong Kong, 29 January 2008

*Registered Office:*

8th Floor, New World Tower I  
18 Queen’s Road Central  
Hong Kong

*Notes:*

1. A white form of proxy for use at the Meeting is enclosed with this Notice.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In order to be valid, the white form of proxy, together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power of attorney or authority, must be deposited at the registered office of the Company 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 Meeting or any adjournment thereof.
4. Completion and return of the white form of proxy shall not preclude a member from attending and voting in person at the Meeting if he so wishes and, in such event, the relevant form of proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the shares shall alone be entitled to vote in respect of the relevant joint holding.