



**STONE GROUP HOLDINGS LIMITED**  
**四通控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 409)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Stone Group Holdings Limited (the “Company”) will be held at 27th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Tuesday, 20 May 2008 at 3:00 p.m. or any adjournment for the purpose of considering, and if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT**

- (a) the disposal (the “Disposal Mandate”) of up to 15,172,223 A Shares of 中鐵二局股份有限公司 (China Railway Erju Co., Ltd.), a joint stock limited company established in the People’s Republic of China with limited liability (the “Remaining A Shares”) (or if any of the Remaining A Shares have been disposed of prior to the date of the EGM, the maximum number of the Remaining A Shares which are subject to the Disposal Mandate will be the difference between all the Remaining A Shares (i.e. 15,172,223 Remaining A Shares) and the number of the Remaining A Shares actually disposed of by the Company through 上海健久生物科技有限公司 (Shanghai Jianjiu Biotech Co., Ltd.) (“Shanghai Jianjiu”, being a non-wholly owned subsidiary of the Company) from 28 April 2008 onwards but before the holding of the EGM) by the Company (through Shanghai Jianjiu) for a period of 12 months from the date of passing of this resolution (unless being revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) on the following conditions be and is hereby approved and ratified:
- (i) the Company will (through Shanghai Jianjiu) dispose of all or any of the Remaining A Shares on the open market of the Shanghai Stock Exchange (“SSE”) through its trading system or other system as prescribed by the China Securities Regulatory Commission of the People’s Republic of China (“CSRC”) from time to time;

- (ii) the selling price of each of the Remaining A Shares will be the market price of each of the Remaining A Shares at the relevant times. Market price refers to the price allowed on the open market of the SSE through its trading system or other system as prescribed by CSRC from time to time, but will not be less than RMB11.8, being the net book value per each of Remaining A Shares as reflected in the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 March 2007 and also being the closing price of each of the Remaining A Shares as quoted on the open market of SSE on 31 March 2007; and
- (iii) the disposal of all or any of the Remaining A Shares by the Company (through Shanghai Jianjiu) will take place during the 12 month period from the passing of this resolution.
- (b) the directors of the Company (“Directors”) be and are hereby authorized to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the foregoing or in connection with the Disposal Mandate.”

By Order of the Board  
**Stone Group Holdings Limited**  
**Duan Yongji**  
*Chairman*

Hong Kong, 2 May 2008

*Registered office:*

27th Floor  
K. Wah Centre  
191 Java Road  
North Point  
Hong Kong

*As at the date of this announcement of EGM, Messrs. DUAN Yongji, SHI Yuzhu, SHEN Guojun, CHEN Xiaotao and ZHANG Disheng and Ms. LIU Wei are executive Directors; Mr. CHENG Fumin is the non-executive Director and Messrs. NG Ming Wah, Charles, Andrew Y. YAN, LIU Ji and LIU Jipeng are the independent non-executive Directors.*

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.