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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 (the “Meeting”) of Stone Group Holdings Limited (the “Company”) will be held at Room 101-103, Hoi Yat Heen, 3rd Floor, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Wednesday, 23 September 2009 at 10:30 a.m. (or so soon thereafter as the Court Meeting (as defined in the scheme of arrangement hereinafter mentioned) convened for the same day and place shall have 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 proposed scheme of arrangement (the “Scheme”) between the Company and holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved by the High Court of the Hong Kong Special Administrative Region (the “High Court”), be and is hereby approved;

- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- (i) the authorised and issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares; and
 - (ii) the Company shall apply the credit arising in its books of account as a result of the said reduction of capital referred to in sub-paragraph (B)(i) above to a reserve account in the books of account of the Company; and
- (C) the directors of the Company be and are hereby authorised to make application to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the withdrawal of the listing of the Company’s shares on the Stock Exchange, subject to the Scheme taking effect; and
- (D) the directors of the Company be and are hereby 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, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the High Court 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 and in relation to the Proposal (as defined in the document of which the notice of this resolution forms part) as a whole.”

By Order of the Board
Stone Group Holdings Limited
DUAN Yongji
Chairman

Dated 31st day of August 2009

Notes:

- (a) A white form of proxy for use at the Meeting is enclosed to the composite document.
- (b) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two persons as proxy or proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (c) In order to be valid, the white form of proxy, together with the letter or power of attorney under which it is signed or a notarially certified copy thereof, in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer in that behalf and to the satisfaction of the directors of the Company must be deposited at the registered office of the Company at 27th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong, not later than 48 hours before the appointed time for the holding of the Meeting or the adjourned meetings. A vote cast by proxy shall not be invalidated by the revocation of the appointment of the proxy or of the authority under which the appointment was made unless notice in writing of such revocation shall have been received by the Company at 27th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong, not later than 24 hours before, or by the company secretary of the Company or the chairman of the Meeting on the day and at the place, but before the commencement, of the Meeting or the adjourned meetings.
- (d) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.

The directors of the Company as at the date of this notice are as follows:

Messrs. DUAN Yongji, SHI Yuzhu, SHEN Guojun, CHEN Xiaotao, ZHANG Disheng and LIU Zuowei as executive directors, Mr. CHENG Fumin as non-executive director and Messrs. NG Ming Wah, Charles, Andrew Y. YAN and LIU Jipeng as independent non-executive directors.