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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of PME Group Limited (the “Company”) will be held at Unit 812, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Wednesday, 23 September 2009 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional agreement dated 19 May 2009 (the “Formal Agreement”) as amended by the supplemental agreement dated 2 June 2009 (the “Supplemental Agreement”) entered into among (i) Smart Genius Limited (the “Purchaser”), a wholly-owned subsidiary of the Company, (ii) Crown Sunny Limited (the “Vendor”), (iii) Giant Billion Limited (the “Target Company”), and (iv) Mr. Wu Jia Neng (the “Guarantor”), pursuant to which the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell 1,470 issued shares of the Target Company, representing approximately 49% of the entire issued share capital of the Target Company (the “Acquisition”), at a total consideration of HK\$200,000,000 which will be partly satisfied by the issue of convertible bonds by the Company (the “Convertible Bonds”) to the Vendor (a copy of each of which is marked “A” and “B” respectively and produced to the EGM and initialed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized to execute the Formal Agreement and the Supplemental Agreement and all such other documents, instruments and agreements for and on behalf of the Company and to do all such acts or things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion, may be necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the transactions contemplated under the Formal Agreement;

- (c) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares (as defined in the circular of the Company dated 7 September 2009), the issue of the Convertible Bond and the allotment and issue of the Conversion Shares which may fall to be issued by the Company to the Vendor upon the exercise of the conversion rights attaching to the Convertible Bonds be and are hereby confirmed and approved; and
- (d) the directors of the Company be and are hereby authorized to issue the Convertible Bonds and the Conversion Shares pursuant to the terms of the Formal Agreement and the directors of the Company be and are hereby also authorized to do all such acts and things they consider necessary or expedient in relation to the exercise of the conversion right attaching to the Convertible Bonds.”

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

Hong Kong, 7 September 2009

Registered office:

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

Head office and principal place of business:

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 convened by the above notice is entitled to appoint one or more 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 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. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the head office and principal place of business 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. 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 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 holders 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 announcement, the Board comprises Mr. Cheng Kwok Woo, Mr. Cheng Kwong Cheong, Ms. Yeung Sau Han Agnes, Ms. Chan Shui Sheung Ivy and Mr. Tin Ka Pak as executive directors; and Mr. Leung Yuen Wing, Mr. Soong Kok Meng and Mr. Chow Fu Kit Edward as independent non-executive directors.

* *For identification purpose only*