

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



SCHRAMM HOLDING AG

星亮控股股份公司*

(A joint stock company incorporated under the laws of Germany)

(Stock Code: 955)

ISIN: DE000A0L1JZ7

**Invitation to the Annual General Meeting of
Schramm Holding AG**

Offenbach/Main

We hereby invite our shareholders to the

Annual General Meeting

which will be held

at 8:00 a.m. (Central European Summer Time) on Friday 11 June 2010

in the conference room of Norton Rose LLP at Theatinerstrasse 11, 80333 Munich, Germany

and which will be broadcasted by video screen and can be viewed live at Fountains Room 1-2, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 2:00 p.m. (Hong Kong time) on Friday 11 June 2010.

Agenda

- 1. Presentation of the Report of the Supervisory Board for the business year ending 31 December 2009.**
- 2. Presentation of the confirmed annual financial statements, the approved consolidated financial statements and the group report for Schramm Holding AG as well as the proposal of the management board for the appropriation of the net profit for the business year ending 31 December 2009.**

The documents referred to in Agenda items 1 and 2 are available for inspection on the internet at

www.schramm-holding.com/en_generalmeeting2010.html

* *for identification purposes only*

and at the business premises at the registered office of Schramm Holding AG, Kettelerstraße 100, 63075 Offenbach/Main. Upon request, a copy of the documents will be sent to the shareholders. In addition, the documents will be available and explained in more detail at the Annual General Meeting. In accordance with the applicable statutory provisions in Germany, no resolution by the general meeting on the Agenda items 1 and 2 is required, since the Supervisory Board has already approved the annual and the consolidated financial statements.

3. Resolution on the appropriation of the net profit of Schramm Holding AG and on the payment of a dividend for the year ending 31 December 2009.

The Management Board and the Supervisory Board propose that from the net profit of Schramm Holding AG as set out in the annual financial statements for the year ending 31 December 2009 amounting to €2,679,528.10 a dividend in the amount of €0.07 for each non-par value share entitled to a dividend shall be distributed to the shareholders, i.e. in total €1,393,350.00 on the entire share capital entitled to a dividend in the amount of €19,905,000.00, and the remaining net profit in the amount of €1,286,178.10 shall be carried forward onto a new account.

The dividend shall be payable by Friday, 2 July 2010.

4. Resolution on the ratification of the actions of the members of the Management Board

The Supervisory Board and the Management Board propose that the actions of the current members of the Management Board in the financial year ending 31 December 2009 be ratified.

5. Resolution on the ratification of the actions of the members of the Supervisory Board

The Management Board and the Supervisory Board propose that the actions of the current members of the Supervisory Board in the financial year ending 31 December 2009 be ratified.

6. Resolution on the election of Mr. Bang Seon KO as a new member of the Supervisory Board (*independent supervisor*)

The member of the Supervisory Board and *independent supervisor*, Mr. Kun Hwa PARK, has resigned from his mandate with effect as of the end of the next, i.e. this, Annual General Meeting due to personal reasons.

With effect as of this time Mr. Bang Seon KO shall be elected as new member of the Supervisory Board of Schramm Holding AG for the remaining period of the mandate of Mr. Kun Hwa PARK. In particular, he shall act out the function of an *independent supervisor* pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

According to section 7(1) of the Articles of Association of Schramm Holding AG (“Articles of Association”), the Supervisory Board has six members. At least three of the six members of the Supervisory Board have to comply with the requirements of “independent non-executive directors” (*independent supervisors*) according to section 7(2) of the Articles of Association.

The Supervisory Board proposes to pass the following resolution:

“Mr. Bang Seon KO, CPA, CEO von Gaul Accounting Corp., Seoul, Korea, shall be appointed as successor of the resigning member of the Supervisory Board Mr. Kun Hwa PARK for his remaining office term as a new member of the Supervisory Board, i.e. for a term until the end of the Annual General Meeting which passes the resolution on the ratification of the acts of the Supervisory Board for the financial year ending on 31 December 2013. In particular, he shall act out the function of an *independent supervisor* pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

Mr. Bang Seon KO is not a member in other supervisory boards which have to be established pursuant to statutory law.

Mr. Bang Seon KO is also not a member in comparable domestic and international supervisory bodies of business enterprises.

The general meeting is not bound to the proposals for election.

7. Resolution on the election of Mr. Min Koo SOHN as a new member of the Supervisory Board

The member of the Supervisory Board, Mr. Suk Whan CHANG, has resigned from his mandate with effect as of the end of the next, i.e. this, Annual General Meeting.

With effect as of this time Mr. Min Koo SOHN shall be elected as new member of the Supervisory Board of Schramm Holding AG for the remaining period of the mandate of Mr. Suk Whan CHANG.

According to section 7(1) of the Articles of Association of Schramm Holding AG (“Articles of Association”), the Supervisory Board has six members.

The Supervisory Board proposes to pass the following resolution:

“Mr. Min Koo SOHN, Director and chief of Coating business unit of SSCP Korea, Ansan, Korea, shall be appointed as successor of the resigning member of the Supervisory Board Mr. Suk Whan CHANG for his remaining office term as a new member of the Supervisory Board, i.e. for a term until the end of the Annual General Meeting which passes the resolution on the ratification of the acts of the Supervisory Board for the financial year ending on 31 December 2013.”

Mr. Min Koo SOHN is not a member in other supervisory boards which have to be established pursuant to statutory law.

Mr. Min Koo SOHN is also not a member in comparable domestic and international supervisory bodies of business enterprises.

The general meeting is not bound to the proposals for election.

8. Resolution on the appointment of auditors for the audit of the annual and the consolidated financial statements and for the review of any interim financial statements and any reports

The Supervisory Board, based on the recommendation of the Audit Committee, proposes that the following resolutions be passed:

- “a) PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Siegen is appointed as auditor of Schramm Holding AG for the annual and the consolidated financial statements for the financial year ending 31 December 2010, to fulfil the statutory requirements in Germany.
- b) PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Siegen is appointed as auditor to review any financial statements and any interim management report of Schramm Holding AG for the six months ending 30 June 2010, to fulfil the statutory requirements in Germany.”

9. Resolution on the appointment of auditors for the audit of the annual and the consolidated financial statements according to the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited

The Supervisory Board, based on the recommendation of the Audit Committee, proposes that the following resolutions be passed:

“To appoint PricewaterhouseCoopers Hong Kong, Certified Public Accountants, as the auditor of Schramm Holding AG as regards the consolidated financial statements of Schramm Holding AG for the financial year ending 31 December 2010 in accordance with International Financial Reporting Standards to fulfil the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited until the execution of the next annual general meeting.”

10. Resolution on the approval of the election of Mr. Kyung Hwan YEO as a member of the Management Board and the Chief Financial Officer of Schramm Holding AG

On the 17 March 2010 the Supervisory Board passed a resolution to release the former member of the Management Board and Chief Financial Officer (CFO) of Schramm Holding AG, Mr. Sung Yoon KIM, from his office with effect as of the same day.

On the same day the Supervisory Board passed a resolution on the appointment of Mr. Kyung Hwan YEO as a new member of the Management Board and the CFO of Schramm Holding AG.

The Supervisory Board proposes to pass the following resolution:

“In confirmation of the resolution of the Supervisory Board the Annual General Meeting declares its approval with the appointment of Mr. Kyung Hwan YEO as a new member of the Management Board and the CFO of Schramm Holding AG.”

11. Resolution on the approval of the remuneration system for the members of the Management Board

The German Act on the Appropriateness of the Remuneration of the Management Board (VorstAG) that came into effect on August 5, 2009 enables the general meeting to resolve on the approval of the remuneration system for the members of the Management Board. This possibility should be made use of.

The resolution proposed under this item of the agenda refers to the present remuneration system at Schramm Holding AG which was the basis for determining the remuneration for the members of the Management Board for the financial year ending 31 December 2009. Details are presented in the Compensation Report which is a part of the documents that are available for inspection on the internet at www.schramm-holding.com/en_generalmeeting2010.html and at the business premises at the registered office of Schramm Holding AG, Kettelerstraße 100, 63075 Offenbach/Main. Upon request, a copy of the documents will be sent to the shareholders. In addition, the documents will be available and explained in more detail at the Annual General Meeting.

The Supervisory Board and the Management Board propose that the remuneration system for the members of the Management Board be approved.

12. Resolution on the creation of a new Authorised Capital 2010/II

The authorisation given to the Management Board pursuant to section 4(11) of the Articles of Association to increase the share capital (Authorised Capital 2009/II) with the consent of the Supervisory Board expires on 30 June 2010. This authorisation has not been made use of to date.

Conditional upon the passing of the resolution as set out in item 13 of the agenda below, the Supervisory Board and Management Board propose to pass the following resolution:

“With the approval of the Supervisory Board, the Management Board shall be authorised to increase the share capital of Schramm Holding AG by up to an aggregate amount of EUR 3,981,000.00 (in accordance with Rules 13.36(2) and (3) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) until 30 June 2011 (inclusive) by issue of up to 3,981,000 new registered par-value shares against contribution in cash, either in a single issue or in several issues (Authorised Capital 2010/II).

With the approval of the Supervisory Board, the Management Board shall further be authorised to resolve an exclusion of subscription rights and to determine the further details of the respective capital increase, the conditions for the share issue and the content of the rights attached to the shares.

The Management Board shall in particular be authorised to exclude shareholder subscription rights in order to:

- a) exempt fractional amounts from shareholder subscription rights,
- b) cover an over-allotment at the placement of shares of Schramm Holding AG in connection with the public offering of the shares of Schramm Holding AG for quotation at the Stock Exchange of Hong Kong Limited by the bookrunning banks,

- c) acquire enterprises or investments in enterprises by issue of shares against cash or contributions in kind, provided that the acquisition of such enterprises or investments in enterprises is for the due benefit of Schramm Holding AG,
- d) issue shares to banks in conjunction with a capital increase against cash insofar as the banks have committed themselves to publicly offer the acquired shares for sale and to return the difference between the issue price and the offering price to Schramm Holding AG.”

13. Resolution on amendment to the Articles of Association for the creation of a new Authorised Capital 2010/II

Conditional upon the passing of the resolution as set out in item 12 of the agenda above the Supervisory Board and the Management Board propose to pass a resolution on the following amendment to the Articles of Association:

The Authorised Capital 2009/II previously specified in section 4(11) of the Articles of Association is deleted in its entirety and section 4(11) of the Articles of Association is rephrased as follows:

“(11) With the approval of the Supervisory Board, the Management Board shall be authorised to increase the share capital of the Company by up to an aggregate amount of EUR 3,981,000.00 (in accordance with Rules 13.36(2) and (3) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) until 30 June 2011 (inclusive) by issue of up to 3,981,000 new registered par-value shares against contribution in cash, either in a single issue or in several issues (Authorised Capital 2010/II).

With the approval of the Supervisory Board, the Management Board shall further be authorised to resolve an exclusion of subscription rights and to determine the further details of the respective capital increase, the conditions for the share issue and the content of the rights attached to the shares.

The Management Board shall in particular be authorised to exclude statutory shareholder subscription rights in order to:

- a) exempt fractional amounts from shareholder subscription rights,
- b) cover an over-allotment at the placement of shares of Schramm Holding AG in connection with the public offering of the shares of Schramm Holding AG for quotation at the Stock Exchange of Hong Kong Limited by the bookrunning banks,
- c) acquire enterprises or investments in enterprises by issue of shares against cash or contributions in kind, provided that the acquisition of such enterprises or investments in enterprises is for the due benefit of the Company,
- d) issue shares to banks in conjunction with a capital increase against cash insofar as the banks have committed themselves to publicly offer the acquired shares for sale and to return the difference between the issue price and the offering price to the Company.”

Report of the Management Board to the general meeting of Schramm Holding AG on agenda items 12 and 13 according to section 203(2) sentence 2, section 186(4) sentence 2 German Stock Corporation Act

The new Authorised Capital 2010/II is to replace the existing Authorised Capital 2009/II which will expire on 30 June 2010 and of which Schramm Holding AG has made no use to date. The Authorised Capital 2010/II serves to provide opportunities to Schramm Holding AG to respond to the share price movement as a result of market developments and to enable capital increase for cash as well as capital increase in kind. Therefore, it is necessary for the shareholder subscription rights to be excluded.

14. Resolution on amendment to the Articles of Association on the use of the English language in all general meetings

The Supervisory Board and the Management Board propose to pass a resolution on the following amendment to the Articles of Association:

Section 14 of the Articles of Association shall be amended by adding section 14(5) as follows:

“(5) The General Meetings of the Company shall be conducted in English language. If considered appropriate by the Management Board and upon request of the shareholders a Chinese translation will be made available.”

15. Resolution on amendment to the Articles of Association on the limitation of the shareholders’ right to speak and ask questions at general meetings

The Supervisory Board and the Management Board propose to pass a resolution on the following amendment to the Articles of Association:

The Articles of Association shall be amended by adding section 15a as follows:

“Section 15a Limitation of shareholders’ right to speak and ask questions at general meetings

- (1) The chairman of the general meeting is entitled to limit the time to speak and ask questions allotted to the shareholders in accordance with the following provisions:
 - (a) If, according to the agenda (including any minority requests pursuant to section 122 German Stock Corporation Act), resolutions are to be passed only with respect to the items: appropriation of net profit; formal ratification of the actions of the members of the management board; formal ratification of the actions of the members of the supervisory board; appointment of the auditor and authorization to acquire own shares, or some of those items, the chairman of the general meeting may limit the time to speak and ask questions allotted to the shareholders such that the duration of the general meeting will not exceed six hours. In calculating the duration of the general meeting, any periods attributable to interruptions of the general meeting, the speech of the management board, and the statements by the chairman of the meeting before the commencement of the general debate will not be counted.
 - (b) If, according to the agenda (including any minority requests pursuant to section 122 German Stock Corporation Act), resolutions are also to be passed with respect to items other than those referred to in paragraph (a) above, the chairman of the general meeting may limit the time to speak and ask questions

allotted to the shareholders such that the duration of the general meeting will not exceed ten hours. The second sentence of paragraph (a) above applies mutatis mutandis.

- (c) The chairman of the general meeting may limit the time to speak and ask questions allotted to a shareholder to 15 minutes per request to speak, and to 10 minutes, if at least three additional speakers have requested to speak at the time when the shareholder was permitted to speak. The chairman of the general meeting may limit the total time to speak and ask questions allotted to one shareholder during the meeting to 45 minutes.
 - (d) The limitations as per paragraphs (a) through (c) above may be directed by the chairman of the general meeting at any time, including at the beginning of and during the general meeting.
 - (e) Any limitations as per paragraphs (a) through (d) above are deemed reasonable for the purposes of section 131 (2) sentence 2 German Stock Corporation Act.
- (2) Notwithstanding the right of the chairman of the general meeting to limit the shareholders' right to speak and ask questions as per paragraph (1) above, the chairman of the meeting may declare the end of the debate at 10:30 p.m. of the date of the meeting and start the voting with respect to the items on the agenda. After the end of the debate has been so declared, no additional questions may be asked in cases of sentence 1.
- (3) The right of the chairman of the general meeting to limit the shareholders' right to speak and ask questions beyond the scope of the provisions of paragraphs (1) and (2) above in accordance with statutory regulations or other principles acknowledged according to court rulings, remains unaffected by the provisions of paragraphs (1) and (2) above."

16. Resolution on the amendment to the Articles of Association with regard to the cancellation of the requirement of application prior to the Annual General Meeting and with regard to the closure of the share register beginning at the third market day prior to the day of the Annual General Meeting until and including the end of the Annual General Meeting

The Supervisory Board and the Management Board propose to pass a resolution on the following amendment to the Articles of Association:

The requirement to register in order to be entitled to participate and exercise one's voting rights in the Annual General Meeting previously specified in section 14(1) of the Articles of Association is deleted in its entirety, a blackout for new registrations in the share register is included and accordingly section 14(1) of the Articles of Association is rephrased as follows:

"Only those shareholders who are registered in the share register as such at the end of the third market day prior to the day of the General Meeting are entitled to participate and exercise their voting right in the General Meeting. Beginning with the third market day prior to the day of the General Meeting until and including the end of the General Meeting the share register is closed for new registrations and any transfer of shares will not be registered on the share register during such period."

17. Resolution on amendment to the Articles of Association for the adjustment of the remuneration of the Supervisory Board members with retrospective effect as of 01 January 2010

The amount of the remuneration of the Supervisory Board members shall be adjusted to the amount which supervisory board members of similar sized companies to Schramm Holding AG receive. The adjustment of the amount of the remuneration of the Supervisory Board members shall take retrospective effect as of 01 January 2010.

Therefore, the Supervisory Board and the Management Board propose to pass a resolution on the following amendment to the Articles of Association:

The annual remuneration previously specified in section 12(1) of the Articles of Association is deleted in its entirety and section 12(1) of the Articles of Association is rephrased as follows:

“(1) The members of the Supervisory Board receive an annual compensation in a gross amount of EUR 10,000.00 (“Fixed Compensation”) with retrospective effect as of 01 January 2010. The chairman receives twice the Fixed Compensation, each vice chairman receives one and a half times the Fixed Compensation.”

18. Resolution on the authorisation to acquire own shares and to cancel the acquired own shares (general mandate to repurchase share capital of Schramm Holding AG according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited)

The Management Board and Supervisory Board propose to pass the following resolution:

“(a) The Management Board is authorised pursuant to section 71(1) no. 8 German Stock Corporation Act to acquire own shares of Schramm Holding AG ensuring the principle of equal treatment of the shareholders (section 53 a German Stock Corporation Act).

The authorisation is limited to the acquisition of own shares with a nominal amount of up to EUR 1,990,500.00 in total, i.e. 10% of the registered share capital of Schramm Holding AG of EUR 19,905,000.00 at the time of the passing of this resolution.

The number of shares purchased according to this authorisation together with any shares which Schramm Holding AG already purchased or still owns or which are attributed to it pursuant to sections 71d, 71e German Stock Corporation Act may never exceed 10 % of the respective registered share capital of Schramm Holding AG in total at any time (section 71(2) sentence 1 German Stock Corporation Act).

The authorisation may be exercised in total or partially, once or several times in pursuit of the aforementioned purpose or other purposes in compliance with statutory provisions, including the provisions of the German Stock Corporation Law and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The authorisation shall be valid until 30 June 2011.

- (b) The acquisition shall be made on a stock exchange. The consideration paid by Schramm Holding AG per share shall not exceed and not fall below the average closing price of the shares of Schramm Holding AG at the electronic trading system at the Main Board of the Stock Exchange of Hong Kong Limited by more than 10% for the three preceding trading days prior to the acquisition of own shares (excluding acquisition ancillary costs).
- (c) The Management Board is authorised to redeem own shares of Schramm Holding AG which were acquired on grounds of this authorisation and to reduce the share capital of Schramm Holding AG simultaneously without requiring a further resolution of the general meeting for the redemption or its execution. The authorisation to redeem can be exercised in total or partially.

The Supervisory Board is authorised to amend the articles of association of Schramm Holding AG following the implementation of the redemption of shares.”

Actual Annual General Meeting in Munich with live video screen broadcast to Hong Kong

The Annual General Meeting will actually be held in the conference room of Norton Rose LLP at Theatinerstrasse 11, 80333 Munich, Germany at 8:00 a.m. (Central European Summer Time) on Friday, 11 June 2010. It will be broadcasted live by video screen and can be viewed at Fountains Room 1-2, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 2:00 p.m. (Hong Kong time) on Friday, 11 June 2010.

The Annual General Meeting will be conducted in English.

Shareholders or other persons attending the Annual General Meeting to be held in Munich, Germany shall be responsible for their own travel and accommodation expenses.

Participation requirements

Only those shareholders are entitled to attend and vote at the Annual General Meeting who are registered as shareholders of Schramm Holding AG in the share register on **11 June 2010**.

The share register will be closed from 8 June 2010 to 11 June 2010, both days inclusive, during which period no transfer of shares will be effected and no applications for transfer of shares will be accepted. Hence, transactions of shares made during this period of time do not impact the entitlement to attend the Annual General Meeting.

The share register will re-open on 12 June 2010 to process the respective transfer of shares.

Contrary to section 14(1) of the Articles of Association a notice prior to the Annual General Meeting is not required. With regard to item 15 of the agenda (see above) and in order to facilitate the participation of the shareholders at the Annual General Meeting the Management Board and the Supervisory Board have agreed on this proceeding.

If a custodian (such as a bank) is registered in the share register, the custodian is not entitled to vote such shares not owned by it unless it has the respective shareholder's authority.

Voting and voting by proxy

Those shareholders who are physically present at the actual Annual General Meeting in Munich or at the venue in Hong Kong in which the Annual General Meeting is broadcasted live by video screen are entitled to vote in person.

Shareholders who do not participate in person at the Annual General Meeting in Munich nor view the Annual General Meeting at the Hong Kong venue may exercise their voting right via a person of their own choice or via a proxyholder nominated by Schramm Holding AG. Only those shareholders who are entitled to attend and vote at the Annual General Meeting and whose names appear on the register of members of Schramm Holding AG on 11 June 2010 are entitled to appoint proxies who attend and vote in their stead.

The assignment of a proxy, its revocation and the proof of a proxy towards Schramm Holding AG must be in text form, if neither a credit institution, nor a shareholder association nor any other institution or person which is correspondingly treated pursuant to section 135(8) and (10) German Stock Corporation Act are assigned as proxy.

If voting proxies are assigned to credit institutions or institutions or companies treated correspondingly (sections 135(10), 125(5) German Stock Corporation Act) as well as shareholder associations or persons pursuant to section 135(8) and (10) German Stock Corporation Act, there is no text form requirement, but the proxy declaration has to be recorded in a verifiable manner; it also has to be complete and may only contain declarations which are connected with the exercise of the votes. We therefore kindly ask the shareholders who wish to assign a proxy to a credit institution, a shareholder association or any other institute, company or persons which are treated correspondingly pursuant to section 135 German Stock Corporation Act to arrange themselves with the intended proxyholder about the formal requirements of the proxy.

Proofs regarding the appointment of a proxyholder can be transferred electronically to the following e-mail address of Schramm Holding AG:

shareholder@schramm-holding.de

Schramm Holding AG offers the shareholders the special option to exercise their voting rights via proxyholders nominated by Schramm Holding AG. The proxyholders nominated by Schramm Holding AG have to be granted a proxy form with explicit and clear instructions for the relevant cast of the vote. The proxyholders nominated by Schramm Holding AG are obligated to cast the relevant vote according to the instruction as set out in the proxy form. They are not allowed to cast the vote in their sole discretion. In case an instruction to any of the items of the agenda has not or not explicitly been made the proxyholders nominated by Schramm Holding AG are insofar not allowed to and hence will not cast the relevant vote.

If the proxyholders are not the persons nominated by Schramm Holding AG, nor credit institution(s) (as defined in section 135 German Stock Corporation Act), nor professional agent(s) (as defined in section 135 German Stock Corporation Act), failure to give clear instructions as to how to cast the vote(s) will entitle the proxyholders to cast the vote(s) at their discretion.

The delivery of a proxy form shall not preclude a shareholder from attending the Annual General Meeting and voting in person. For clarification purposes, the shareholder should revoke the proxy towards the proxyholder and Schramm Holding AG and achieve a return of the proxy form.

The document to be used for assigning a proxy and giving voting instructions to the proxyholders nominated by Schramm Holding AG as well as to any other proxyholder apart from credit institutions or institutions or companies treated correspondingly (sections 135(10), 125(5) German Stock Corporation Act) as well as shareholder associations or persons pursuant to section 135(8) and (10) German Stock Corporation Act is enclosed to this invitation and is also available on the homepage of Schramm Holding AG under

www.schramm-holding.com/en_generalmeeting2010.html

and the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

The proof regarding the assignment of any of the above described proxies as well as the relevant voting instructions with regard to the relevant items of the agenda to the proxyholders nominated by Schramm Holding AG, shall be received 48 hours prior to the beginning of the Annual General Meeting, i.e. **not later than on 9 June 2010 at 8:00 a.m. (Central European Summer Time) or 2:00 p.m. (Hong Kong time)** by

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

or sent by E-mail to:

shareholder@schramm-holding.de.

Otherwise the proxy and the instructions to the proxyholders nominated by Schramm Holding AG cannot be considered.

Right of the shareholders to request supplementary motions to the agenda (section 122(2) German Stock Corporation Act)

Shareholders, whose combined shares amount in aggregate to one-twentieth of the share capital (**corresponds to €995.250**) or represent an amount of the share capital corresponding to €500.000,00 may demand according to section 122(2) German Stock Corporation Act in writing that items are to be put on the agenda of the Annual General Meeting and to be published; such demand shall be addressed to the Management Board. Each new item on the agenda shall be accompanied by an explanation or a draft proposal for a resolution. The applicants shall prove that they have been shareholders of Schramm Holding AG for at least three months before the day of the Annual General Meeting, i.e. **since 11 March 2010**, and that they will hold the shares until a decision has been made on the request for a supplementary motion. The request must be received by Schramm Holding AG by no later than 30 days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be included in the

calculation. Hence, last possible day for the receipt of the request for a supplementary motion is **Tuesday, 11 May 2010, at 12:00 p.m. (Central European Summer Time)/ Wednesday, 12 May 2010, at 06:00 a.m. (Hong Kong time).**

Further explanations to the shareholder rights pursuant to section 122 (2) German Stock Corporation Act are available on the website of Schramm Holding AG at

www.schramm-holding.com/en_generalmeeting2010.html.

Shareholders' rights to announce motions and proposals for the election (sections 126(1), 127 German Stock Corporation Act)

According to section 126(1) German Stock Corporation Act motions by shareholders together with the shareholder's name, the grounds and any position taken by the Management Board and/or Supervisory Board shall be made available to the persons entitled pursuant to section 125(1) to (3) German Stock Corporation Act under the requirements stated therein if at least 14 days prior to the Annual General Meeting, **i.e. at the latest on the 27 May 2010, 12:00 p.m. (Central European Summer Time) or 28 May 2010, 06:00 a.m. (Hong Kong time)**, the shareholder sends a counter motion with its grounds to a proposal of the Management Board and Supervisory Board as to an item of the agenda to the address indicated in the invitation convening the Annual General Meeting (see further below). The day of receipt and the day of the Annual General Meeting shall not be taken into account. A counter motion and its grounds do not need to be made available, if the requirements according to section 126(2) German Stock Corporation Act have been met. According to section 127 German Stock Corporation Act section 126 German Stock Corporation Act shall apply analogously with regard to the proposal of a shareholder for the election of the members of the Supervisory Board or the appointment of the auditor. It is not necessary to include grounds for the proposal. The Management Board is not obliged to make the proposal for the election available if the proposal does not contain the information according to section 124(3) sentence 3 German Stock Corporation Act and section 125(1) sentence 5 German Stock Corporation Act.

Shareholders' motions and proposals for the election shall be addressed to the following address:

Schramm Holding AG
Kettelerstraße 100
63075 Offenbach/Main
Fax: +49 69 8603 229

Motions and proposals for elections which have been addressed elsewhere will not be considered. Such motions and proposals for elections which have been addressed to this address in time, i.e. which Schramm Holding AG has received at the latest until **27 May 2010 at 12:00 p.m. (Central European Summer Time) or 28 May 2010, at 06:00 a.m. (Hong Kong time)** will be immediately made available endorsed with a possible comment by the Management Board and/or Supervisory Board according to the statutory provisions on Schramm Holding AG's website as follows:

www.schramm-holding.com/en_generalmeeting2010.html.

Further explanations to the shareholder rights pursuant to sections 126(1), 127 German Stock Corporation Act are available on the website of Schramm Holding AG at

www.schramm-holding.com/en_generalmeeting2010.html.

Shareholders' right to information at the Annual General Meeting (section 131(1) German Stock Corporation Act)

Each shareholder shall upon request be provided with information at the Annual General Meeting by the Management Board regarding Schramm Holding AG's affairs to the extent such information is necessary to permit a proper evaluation of the relevant item on the agenda. The obligation to provide information shall also cover Schramm Holding AG's legal and business relations with any affiliated enterprise. If Schramm Holding AG makes use of the simplified procedure pursuant to section 266(1) sentence 3, section 276 or section 288 German Commercial Code, each shareholder may request at the Annual General Meeting that the annual financial statements be presented to him at the Annual General Meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. A parent enterprise's (section 290(1) and (2) German Commercial Code) Management Board's obligation to inform the shareholders at the Annual General Meeting that considers the consolidated financial statement and consolidated management report shall extend to the situation of the group and the enterprises included in the consolidated financial statement.

Further explanations to the shareholder rights pursuant to section 131(1) German Stock Corporation Act are available on the website of Schramm Holding AG at www.schramm-holding.com/en_generalmeeting2010.html.

Total number of shares and voting rights at the time of the convention of the Annual General Meeting

At the time of the publication of the convention of the Annual General Meeting in the German Federal Electronic Gazette the share capital of Schramm Holding AG amounts to EUR 19,905,000.00 and is divided in 19,905,000 par value shares with the nominal value of EUR 1.00 each. The shares are registered shares. Each share confers the shareholders with one vote (section 16(1) Articles of Association). Therefore, the total number of votes in Schramm Holding AG at the time of the publication of the convention of the Annual General Meeting in the German Federal Electronic Gazette amounts to 19,905,000. To Schramm Holding AG's knowledge no voting right will be extinguished at the time of the convention of the Annual General Meeting.

Publication on the website of Schramm Holding AG

Immediately after the convention of the Annual General Meeting its content, the above mentioned documents as well as the total number of shares and voting rights at the time of the convention of the Annual General Meeting as well as any other information according to section 124a German Stock Corporation Act shall be made available on Schramm Holding AG's website as follows:

www.schramm-holding.com/en_generalmeeting2010.html

After the Annual General Meeting the voting results will be published on the same website. The documents which have to be made accessible will also be available during the Annual General Meeting on 11 June 2010.

Further, the invitation to the Annual General Meeting was published in the electronic Federal Gazette on 05 May 2010 and on the website of the Hong Kong Stock Exchange under www.hkexnews.hk and transmitted to such media for publication, regarding which it can be assumed that they disseminate the information throughout the European Union.

Only the German version of this invitation is relevant. The English translation serves for information purposes only.

Offenbach/Main, in May 2010

Schramm Holding AG

— **Management Board** —

Schramm Holding AG

Kettelerstraße 100

63075 Offenbach/Main

Tel: +49 69 8603-0

Fax: +49 69 8603 229

As at the date of this document, the members of the Management Board of Schramm Holding AG are Mr. Peter BRENNER, Mr. Kyung Seok CHAE and Mr. Kyung Hwan YEO; the members of the Supervisory Board of Schramm Holding AG are Mr. Jung Hyun OH, Mr. Suk Whan CHANG, Mr. Jeong Ghi KOO, Mr. Kun Hwa PARK, Mr. Choong Min LEE and Mr. Kiyong SHIN (whereas the last-mentioned three act out the function of an independent supervisor pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).