

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 and Notice of the Extraordinary General Meeting of
Schramm Holding AG**

Offenbach/Main (Germany)

We hereby invite our shareholders to the

Extraordinary General Meeting

which will be held

at 10:00 a.m. (Central European Summer Time) on Tuesday 31 August 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 4:00 p.m. (Hong Kong time) on Tuesday 31 August 2010.

* *for identification purposes only*

Agenda

1 Resolution on the revision of the annual cap for purchase of coating products by the Group from the SSCP Group under the Toll Manufacturing Agreement (connected transaction) for the two years ending 31 December 2011

On 10 December 2009, Schramm Holding AG entered into the Toll Manufacturing Agreement with SSCP Co., Ltd. (“SSCP”) and its subsidiaries (excluding Schramm Holding AG and its subsidiaries (the “Group”)) (the “SSCP Group”) for a term of three years commencing from 29 December 2009 in relation to, among others, the purchase of coating products from the SSCP Group for distribution and sales to the Group’s customers in Korea (including provision of samples to the Group for sales and marketing purposes).

Under the Toll Manufacturing Agreement,

- (i) the Group supplies raw materials and intermediary goods to SSCP for the production of coating products (including the license of certain know-how and technology rights by the Group to SSCP Group at nil consideration for the manufacturing process). As disclosed in Schramm Holding AG’s prospectus, the proposed annual sales amount for the supply of raw materials and intermediary goods by the Group to the SSCP Group under the Toll Manufacturing Agreement for each of the three years ending 31 December 2011 was expected to be not more than €600,000, €800,000 and €1,000,000, respectively; and
- (ii) SSCP Group sells the coating products manufactured under the Toll Manufacturing Agreement to the Group for distribution and sales to the Group’s customers in Korea. The prices of the coating products supplied by SSCP shall be determined on a cost-basis within the tax legal boundaries having regard to the total raw material costs, delivery costs, manufacturing costs (excluding depreciation and selling, general and administrative costs) incurred by SSCP in the manufacturing of the coating products. As disclosed in Schramm Holding AG’s prospectus, the proposed annual purchase amount for the coating products by the Group from the SSCP Group under the Toll Manufacturing Agreement for each of the three years ending 31 December 2011 was expected to be not more than €6,500,000, €7,500,000 and €8,000,000, respectively (the “Original Annual Purchase Caps For Toll Manufacturing Agreement”).

The Company expects that the Original Annual Purchase Caps For Toll Manufacturing Agreement will not be sufficient for the Group’s requirements.

The Board has resolved pursuant to § 119 para. 2 German Stock Corporation Act to submit a revision of the annual cap amounts in respect of the purchase of coating products from the SSCP Group by Schramm Holding AG and its subsidiaries under the Toll Manufacturing Agreement entered into between SSCP Co., Ltd. and Schramm Holding AG dated 10 December 2009 to the Extraordinary General Meeting for its approval, and the Board and the Supervisory Board propose to put forward the following resolution for shareholders' approval in the Extraordinary General Meeting:

“That the proposed revised annual cap amounts in respect of the purchase of coating products from the SSCP Group by Schramm Holding AG and its subsidiaries under the Toll Manufacturing Agreement entered into between SSCP Co., Ltd. and Schramm Holding AG dated 10 December 2009, being €11,000,000 for the year ending 31 December 2010 and €11,500,000 for the year ending 31 December 2011, be and are hereby approved.”

2 Resolution regarding the anticipated approval of the potential appointment of Dr. Sung Su Han as a member of the management board of Schramm Holding AG by the Supervisory Board

The supervisory board of Schramm Holding AG has indicated that it, subject to its own statutory discretion granted by the German Stock Corporation Act, considers to appoint Dr. Sung Su Han, born on 19 January 1963, resident in 10 Hodgdon St, Maine 04543, U.S.A., as a member of the management board of Schramm Holding AG with effect as of 1 September 2010 in its next quarterly meeting.

The Board and the Supervisory Board propose to put forward the following resolution for shareholders' approval in the Extraordinary General Meeting:

“While observing the competencies of the supervisory board under German stock corporation law, the general meeting grants its agreement, pursuant to Rule 13.68 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, to the appointment of Dr. Sung Su Han as a member of the management board and his service contract, such appointment and service contract only to become effective under the German law if the supervisory board passes the requisite resolution after the EGM and issues the service contract.”

As set out under applicable German law, the powers to appoint any member of the management board of the Company and to agree and conclude the relevant service contract vest with the Supervisory Board in its own unrestricted discretion.

A summary of the terms of the current draft of the service contract which the supervisory board of Schramm Holding AG considers to conclude with Dr. Han in case he will be appointed as a member of the management board of Schramm Holding AG is set down below.

Term

From 1 September 2010 to 31 August 2012.

Fixed salary

An annual gross amount of US\$320,000.

Housing allowance; other allowances

Dr. Han shall receive a reasonable housing allowance to the satisfaction to both parties for his housing in Hong Kong, as well as certain other allowances in a reasonable amount including reimbursement of medical insurance costs for family members living in the United States, moving expenses of his family to Hong Kong, costs of international schools for the children in Hong Kong, travel costs for family members (unless they live in Hong Kong), provision of a vehicle if Dr. Han works for over 40% of his working time outside Hong Kong.

Discretionary bonus

Dr. Han may receive a discretionary bonus payment based on the Company's performance and the personal contribution of Dr. Han to the Group. The payment and amount of the bonus shall be in the sole discretion of the Company.

Retirement benefit

A gross amount of US\$40,000 shall be deferred every year over the duration of the service contract as retirement benefit for Dr. Han and shall be paid to Dr. Han in a lump sum when the service contract terminates.

Notice for termination

The service contract can be terminated in writing in the event of a withdrawal from the appointment by the Company, the resignation of Dr. Han from the Board, or the termination of the appointment for any other reason:

- (a) by the Company under observance of a notice period of 4 months to the end of a month; or
- (b) by Dr. Han under observance of a notice period of 2 months to the end of a month. The resignation of Dr. Han from the Board shall be deemed to be a notice of termination given by Dr. Han.

The right of either party to terminate the service contract with cause under the German Civil Code ("Bürgerliches Gesetzbuch") remains unaffected.

Termination compensation

In case of an early termination of the service contract by the Company, except a termination with cause, Dr. Han shall receive a severance payment in the amount of the fixed salary due for the remaining duration of the service contract. In this event, Dr. Han shall also receive the retirement benefit accrued until the effective date of the termination. For the avoidance of doubt, the aforesaid severance payment and the payment of the retirement benefit shall not apply in case of a termination for an important reason caused by Dr. Han allowing the Company to terminate the service contract with cause under the German Civil Code ("Bürgerliches Gesetzbuch").

In case of an early termination of the service contract by Dr. Han, Dr. Han shall receive his fixed salary until the termination takes effect.

3 Resolution on the service contract of Mr. Kyung Seok Chae

The supervisory board has passed a resolution to extend the term of the service contract with Mr. Kyung Seok Chae as member of the management board until 31 December 2011 and has instructed and authorised the chairman of the supervisory board, Mr. Oh, to agree an extended service contract with Mr. Kyung Seok Chae.

The Board and the Supervisory Board propose to put forward the following resolution for shareholders' approval in the Extraordinary General Meeting:

“In confirmation of the resolution of the supervisory board, the general meeting grants its agreement, pursuant to Rule 13.68 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, to the extension of Mr. Chae Kyung Seok's appointment until 31 December 2011 and his service agreement as member of the management board, as approved by the supervisory board.”

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

The Extraordinary General Meeting will be held in the conference room of Norton Rose LLP at Theatinerstrasse 11, 80333 Munich, Germany at 10:00 a.m. (Central European Summer Time) on Tuesday, 31 August 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 4:00 p.m. (Hong Kong time) on Tuesday, 31 August 2010.

The Extraordinary General Meeting will be conducted in English.

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

Participation requirements

Only those shareholders who are registered as shareholders of Schramm Holding AG in the share register on the **end of 26 August 2010** are entitled to attend and vote at the Extraordinary General Meeting.

The share register will be closed from 26 August 2010 to 31 August 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 Extraordinary General Meeting.

The share register will re-open on 1 September 2010 to process the respective transfer of shares.

A notice prior to the Extraordinary General Meeting is not required.

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 Extraordinary General Meeting held in Munich or at the venue in Hong Kong in which the Extraordinary General Meeting is broadcasted live by video screen are entitled to vote in person.

Shareholders who do not participate in person at the Extraordinary General Meeting in Munich nor view the Extraordinary General Meeting at the Hong Kong venue may exercise their voting right via an authorised representative, e.g. a credit institution, a shareholder association, a proxyholder nominated by Schramm Holding AG or any other authorised third party. Only those shareholders who are entitled to attend and vote at the Extraordinary General Meeting and whose names appear on the register of members of Schramm Holding AG on 26 August 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:

info@schramm-holding.de

Schramm Holding AG offers the shareholders the 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 Extraordinary 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 **not later than on 30 August 2010 at 4:00 a.m. (Central European Summer Time) or 10:00 a.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 Email to:

info@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 may demand according to section 122(2) German Stock Corporation Act in writing that items are to be put on the agenda of the Extraordinary 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 Extraordinary General Meeting, i.e. **since 31 May 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 Extraordinary General Meeting; the day of receipt and the day of the Extraordinary General Meeting shall not be included in the calculation. Hence, last possible day for the receipt of the request for a supplementary motion is **Saturday, 31 July 2010, at 12:00 p.m. (Central European Summer Time)/Sunday, 1 August 2010, at 6:00 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

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 Extraordinary General Meeting, **i.e. at the latest on the 16 August 2010, 12:00 p.m. (Central European Summer Time) or 17 August 2010, 6.00 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 Extraordinary General Meeting (see further below). The day of receipt and the day of the Extraordinary 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 **16 August 2010 at 12:00 p.m. (Central European Summer Time) or 17 August 2010, at 6:00 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 Extraordinary General Meeting (section 131(1) German Stock Corporation Act)

Each shareholder shall upon request be provided with information at the Extraordinary 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 Extraordinary General Meeting that the annual financial statements be presented to him at the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting

At the time of the publication of the convention of the Extraordinary 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 Extraordinary General Meeting in the German Federal Electronic Gazette amounts to 19,905,000. To Schramm Holding AG's knowledge no voting right is generally extinguished at the time of the convention of the Extraordinary General Meeting.

Publication on the website of Schramm Holding AG

Immediately after the convention of the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting on 31 August 2010.

Further, the invitation to the Extraordinary General Meeting was published in the electronic Federal Gazette on 23 July 2010 and on the website of the Stock Exchange of Hong Kong Limited 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 July 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 and Mr. Kyung Seok CHAE; the members of the Supervisory Board of Schramm Holding AG are Mr. Jung Hyun OH, Mr. Jeong Ghi KOO, Mr. Min Koo SOHN, Mr. Bang Seon KO, Mr. Choong Min LEE and Mr. Kiyoun 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).