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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 Annual General Meeting of
Schramm Holding AG**

Offenbach/Main

We hereby invite our shareholders to the

Annual General Meeting

which will be held

at 9:00 a.m. (Central European Summer Time) on Thursday 30 June 2011

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 18/F, The Ballroom, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. (Hong Kong time) on Thursday 30 June 2011.

* *for identification purposes only*

Agenda

- 1. Presentation of the Report of the Supervisory Board for the business year ended 31 December 2010**
- 2. Presentation of the confirmed annual financial statements, the approved consolidated financial statements and the group report for Schramm Holding AG**

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

www.schramm-holding.com/en_generalmeeting2011.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. 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 2010**

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 2010 amounting to €4,786,000, no dividend shall be distributed to the shareholders.

- 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 members of the Management Board in the financial year ended 31 December 2010 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 members of the Supervisory Board in the financial year ended 31 December 2010 be ratified.

- 6. 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 2013 and has instructed and authorised the chairman of the Supervisory Board, Mr. Jung Hyun Oh, to sign an addendum to the service contract with regard to the extension of the service contract with Mr Kyung Seok Chae. The Supervisory Board proposes to put forward the following resolution for shareholders' approval in the General Meeting:

“In confirmation of the resolution of the Supervisory Board dated 23 February 2011, 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 Kyung Seok Chae’s appointment until 31 December 2013 and his service agreement as member of the Management Board, as approved by the Supervisory Board.”

7. 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) Deloitte Touch GmbH Wirtschaftsprüfungsgesellschaft, Deutschland is appointed as auditor of Schramm Holding AG for the annual and the consolidated financial statements for the financial year ending 31 December 2011, to fulfil the statutory requirements in Germany.
- b) Deloitte Touch GmbH Wirtschaftsprüfungsgesellschaft, Deutschland 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 2011, to fulfil the statutory requirements in Germany.”

8. 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 resolution be passed:

“To appoint Deloitte Touch Tohmatsu, Hong Kong SAR, as the auditor of Schramm Holding AG as regards the consolidated financial statements of Schramm Holding AG for the financial year ending 31 December 2011 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.”

9. 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 ended 31 December 2010. 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_generalmeeting2011.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.

10. Resolution on the creation of a new Authorised Capital 2011/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 2010/II) with the consent of the Supervisory Board expires on 30 June 2011. This authorisation has not been made use of to date.

Conditional upon the passing of the resolution as set out in item 11 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 2012 (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 2011/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.”

11. Resolution on amendment to the Articles of Association for the creation of a new Authorised Capital 2011/II

Conditional upon the passing of the resolution as set out in item 10 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 2010/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 2012 (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 2011/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 10 and 11 according to section 203(2) sentence 2, section 186(4) sentence 2 German Stock Corporation Act

The new Authorised Capital 2011/II is to replace the existing Authorised Capital 2010/II which will expire on 30 June 2011 and of which Schramm Holding AG has made no use to date. The Authorised Capital 2011/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.

12. Resolution on the entering of the New Toll Manufacturing Agreement

On 9 May 2011, Schramm Holding AG entered into the New Toll Manufacturing Agreement with SSCP Co., Ltd (“SSCP”) and its subsidiaries (excluding Schramm Holding AG and its subsidiaries (the “Group”) for a term of three years commencing from the Effective Day (being the day when the approval from the Independent Shareholders is obtained) in relation to, among others, the sales of raw materials and intermediary goods to SSCP Group and purchase of the coating products manufactured from the SSCP Group for distribution and sales to Group’s customers in Korea (including provision of samples to the Group for sales and marketing purpose).

Under the New Toll Manufacturing Agreement,

- (i) the Group supplies raw materials and intermediary goods to SSCP for the production of coating products (including licenses of certain know-how and technology rights by the Group to SSCP Group at nil consideration for the manufacturing process).
- (ii) SSCP Group sells the coating products manufactured under the New Toll Manufacturing Agreement to the Group for distribution and sales to the Group’s customers in Korea.

The proposed annual purchase cap amounts for the three years ending 31 December 2013 and for the period from 1 January 2014 to the third anniversary of the Effective Date are €15,000,000, €15,750,000, €16,500,000 and €8,500,000 respectively.

The Board has resolved pursuant to §119 para 2 German Stock Corporation Act to submit the New Toll Manufacturing Agreement dated 9 May 2011 to the AGM for its approval, and the Board and the Supervisory Board propose to put forward the following resolution for shareholders’ approval in the Annual General Meeting:

“That the terms of the New Toll Manufacturing Agreement entered into by the SSCP Co., Ltd and Schramm Holding AG dated 9 May 2011, including the annual purchase cap amounts for the three years ending 31 December 2013 and for the period from 1 January 2014 to the third anniversary of the Effective Date being €15,000,000, €15,750,000, €16,500,000 and €8,500,000 respectively, be and are hereby approved.”

13. Resolution on the entering of the New Master Purchase Agreement

On 9 May 2011, Schramm Holding AG entered into the New Master Purchase Agreement with SSCP for a term of three years commencing from the Effective Date in relation to the Group's purchase of certain raw materials, intermediary goods and commodities from the SSCP Group.

Under the New Master Purchase Agreement, the Group sources certain raw materials, intermediary goods and commodities from SSCP Group. The prices of the raw materials, intermediary goods and commodities are determined on arm's length negotiation, at the lower of the prices offered by independent third parties and the SSCP Group's acquisition costs plus a maximum margin of 10% under the New Master Purchase Agreement.

The proposed annual cap amount for the three years ending 31 December 2013 and for the period from 1 January 2014 to the third anniversary of the Effective Date are €7,500,000, €7,800,000, €8,100,000 and €4,170,000 respectively.

The Board has resolved pursuant to §119 para 2 German Stock Corporation Act to submit the New Master Purchase Agreement dated 9 May 2011 to the AGM for its approval, and the Board and the Supervisory Board propose to put forward the following resolution for shareholders' approval in the AGM.

“That the terms of the New Master Purchase Agreement entered into by SSCP Co., Ltd and Schramm Holding AG dated 9 May 2011, including the annual cap amount for the three years ending 31 December 2013 and for the period from 1 January 2014 to the third anniversary of the Effective Date are €7,500,000, €7,800,000, €8,100,000 and €4,170,000 respectively, be and hereby approved.”

14. Resolution on amendment to the Articles of Association in section 13 paragraph 4

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

Up to the Annual General Meeting dated 11 June 2010, the Annual General Meeting had to be convened at least thirty days prior to the day by the end of which the shareholders must have registered for the General Meeting in accordance with section 14 paragraph 1 of the old version of Articles of Association. With the amendment of section 14 paragraph 1 of the Articles of Association, which was resolved in the Annual General Meeting dated 11 June 2010, the obligation of the shareholders to register in text form prior to the General Meeting has been eliminated to facilitate the participation of the shareholders at the Annual General Meetings. Accordingly, section 13 paragraph 4 of the Articles of Association shall be amended as follows:

“(4) The General Meeting must be convened by announcement in the (German) electronic Federal Gazette and in such other form of announcement as may be required under the requirements of a stock exchange which the shares of the Company are listed with the information required by law, at least thirty days prior to the day of the General Meeting, if there is no shorter statutory period. The day when the General Meeting is convened is not to be included.)”

15. Resolution on amendment to the Articles of Association in section 16 paragraph 2 sentence 1

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

Up to the Annual General Meeting dated 11 June 2010, the definition of text form (section 126b BGB) with regard to the registration prior to the General Meeting was included in section 14 paragraph 1 of the Articles of Association. With the amendment of section 14 paragraph 1 of the Articles of Association, which was resolved in the Annual General Meeting dated 11 June 2010, the obligation of the shareholders to register in text form prior to the General Meeting has been eliminated to facilitate the participation of the shareholders at the Annual General Meetings. Accordingly, the definition of text form according to section 126b BGB will henceforth be included in section 16 paragraph 2 sentence 1 of the Articles of Association. Section 16 paragraph 2 sentence 1 of the Articles of Association shall be amended as follows:

“(2) A power of attorney for a proxy must be submitted in text form (section 126b of the German Civil Code (BGB)), i.e. the statement has to be issued in a deed or by other means suitable to permanently reproduce characters, specifying the name of the person who issued the statement and ending with a facsimile signature or otherwise, unless no form easements have been announced in the invitation to the General Meeting.”

16. 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 2012.

(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 9:00 a.m. (Central European Summer Time) on Thursday, 30 June 2011. It will be broadcasted live by video screen and can be viewed at 18/F, The Ballroom, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. (Hong Kong time) on Thursday, 30 June 2011.

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 the end of 27 June 2011**.

The share register will be closed from 27 June 2011 to 30 June 2011, 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 immediately after the end of the Annual General Meeting to process the respective transfer of shares.

A registration prior to the Annual 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 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 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 Annual General Meeting and whose names appear on the register of members of Schramm Holding AG on 27 June 2011 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 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), the 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_generalmeeting2011.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 28 June 2011 at 9:00 a.m. (Central European Summer Time) or 3:00 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 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 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 30 March 2011**, 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 **Monday, 30 May 2011, at 12:00 a.m. (Central European Summer Time)/Tuesday, 31 May 2011, 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 at

www.schramm-holding.com/en_generalmeeting2011.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 15 June 2011, 12:00 a.m. (Central European Summer Time) or 16 June 2011, 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 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 **15 June 2011 at 12:00 a.m. (Central European Summer Time) or 16 June 2011, 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_generalmeeting2011.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_generalmeeting2011.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_generalmeeting2011.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_generalmeeting2011.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 30 June 2011.

Further, the invitation to the Annual General Meeting was published in the electronic Federal Gazette on 30 May 2011 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 and Chinese translation serves for information purposes only.

Offenbach/Main, in May 2011

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 Dr. Sung Su HAN; 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. Kiyoungh SHIN (whereas the last-mentioned three members 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).