



# WAH YUEN HOLDINGS LIMITED

## 華園控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2349)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) of Wah Yuen Holdings Limited (the “**Company**”) will be held at 2nd Floor, On Shing Industrial Building, Nos. 2-16 Wo Liu Hang Road, Fo Tan, Shatin, New Territories, Hong Kong on Friday, 18 January 2008 at 10:00 a.m. to consider and, if thought fit, pass the following resolution with or without amendments, as an ordinary resolution:

#### ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement (the “**Agreement**”) as defined in the circular dated 31 December 2007 despatched to the shareholders of the Company (the “**Circular**”), copy of which have been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification, and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement including but not limited to the allotment and issue of 33,057,852 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) and the transactions contemplated thereunder; and

- (c) the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Consideration Shares be and is hereby approved.

Yours faithfully  
For and on behalf of  
the board of Directors of  
**Wah Yuen Holdings Limited**  
**But Ka Wai**  
*Chairman*

Hong Kong, 31 December 2007

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
2nd Floor  
On Shing Industrial Building  
Nos. 2-16 Wo Liu Hang Road  
Fo Tan, Shatin  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch registrars and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

*As at the date of this announcement, the Board comprises Mr. But Ching Pui (honorary Chairman), Mr. But Ka Wai (Chairman) and But Chai Tong (Vice Chairman) as executive Directors, Madam Leung Wai Ling and Mr. Ngai Chun Kong, Stephen as non-executive Directors and Mr. Cheung Yu Yan, Tommy, Mr. Ip Shing Tong, Francis and Mr. Ku Siu Fung, Stephen as independent non-executive Directors.*