
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Strong Petrochemical Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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STRONG PETROCHEMICAL HOLDINGS LIMITED

海峽石油化工控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 852)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Strong Petrochemical Holdings Limited (the "Company") to be held at Room 1604, 16th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 25 August 2010 at 10:30 a.m. is set out on pages 12 to 15 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting in person or any adjourned meeting should you so desire.

** For identification purposes only*

27 July 2010

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Room 1604, 16th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on Wednesday, 25 August 2010 at 10:30 a.m. (or any adjournment thereof);
“AGM Notice”	the notice convening the AGM as set out on pages 12 to 15 to this circular;
“Articles of Association”	the Articles of Association of the Company (as amended from time to time);
“associates”	shall have the meaning ascribed to that term under Rule 1.01 of the Listing Rules;
“Board”	the board of Directors or a duly authorised committee of the board of Directors;
“Company”	Strong Petrochemical Holdings Limited (海峽石油化工控股有限公司), a company incorporated in Cayman Islands with limited liability, the securities of which are listed on the Stock Exchange;
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Director(s)”	the directors of the Company for the time being;
“General Mandates”	the Repurchase Mandate and the Issue Mandate;
“Group”	the Company and any entity in which the Company, directly or indirectly, holds any equity interest;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to issue securities not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant ordinary resolution to grant such mandate;
“Latest Practicable Date”	16 July 2010, being the latest practicable date for ascertaining certain information for inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolutions”	the proposed ordinary resolutions in the AGM Notice;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase the Shares not exceeding 10% of the aggregate nominal value of the issue share capital of the Company as at the date of passing of the relevant ordinary resolution to grant such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	holder(s) of the Company’ Share(s) from time to time;
“Share(s)”	the ordinary share(s) of HK\$0.025 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE CHAIRMAN



STRONG PETROCHEMICAL HOLDINGS LIMITED

海峡石油化工控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 852)

Executive Directors:

Mr. Wang Jian Sheng

Mr. Yao Guoliang

Mr. Wong Wing

Independent Non-executive Directors:

Mr. Zhu Yao Bin

Mr. Lau Hon Kee

Ms. Lin Yan

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal office:

Room 1604, 16th Floor,

Far East Finance Centre

16 Harcourt Road

Admiralty

Hong Kong

27 July 2010

To the Shareholders:

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTIONS OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the information relating to the resolutions to be proposed at the AGM, among other things, (i) the grant and extension of the Issue Mandate; (ii) the grant of the Repurchase Mandate; and (iii) the re-election of the Directors in accordance with the Articles of Association. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

** For identification purposes only*

LETTER FROM THE CHAIRMAN

2. GENERAL MANDATES

An ordinary resolution was passed by the sole shareholder of the Company on 28 November 2008 whereby a general mandate was given to the Directors to issue Shares and such general mandate to issue Shares was extended by adding to it the number of Shares repurchased under the general mandate to repurchase Shares granted to the Directors on 28 November 2008.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution set out in paragraph 6 of the AGM Notice will be proposed at the AGM to grant to the Directors the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue any Shares. In addition, an ordinary resolution set out in paragraph 8 of the AGM Notice will be proposed to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

3. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution was passed by the sole shareholder of the Company on 28 November 2008 whereby a general mandate was given to the Directors to repurchase Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution set out in paragraph 7 of the AGM Notice will be proposed at the AGM to grant the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate is set out in the Appendix I hereto.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six Directors, of which Mr. Wang Jian Sheng, Mr. Yao Guoliang and Mr. Wong Wing are executive Directors, Mr. Zhu Yao Bin, Mr. Lau Hon Kee and Ms. Lin Yan are independent non-executive Directors.

Pursuant to Articles 87 and 88 of the Articles of Association, Mr. Wong Wing and Mr. Lau Hon Kee will retire at the AGM. The retiring Directors, being eligible, offer themselves for re-election at the AGM.

Brief biographical details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

LETTER FROM THE CHAIRMAN

5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 12 to 15 of this circular to consider the resolutions relating to, inter alia, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors.

6. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.strongpetrochem.com). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Branch Registrar in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

7. PROCEDURE FOR DEMANDING A POLL AT THE GENERAL MEETING

Set out below is the procedure by which shareholders and the chairman of any Shareholders' meeting may demand a poll pursuant to Article 66 of the Articles of Association:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.”

A poll will be demanded by the Chairman of the AGM meeting to pass the ordinary resolutions in the notice of the AGM.

LETTER FROM THE CHAIRMAN

8. RECOMMENDATION

The Directors believe that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

9. ADDITIONAL INFORMATION

Your attention is drawn to the explanatory statement set out in Appendix I to this circular.

Yours faithfully,
For and on behalf of the Board
Mr. Wang Jian Sheng
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (a) the shares proposed to be purchased by the company are fully-paid up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held and the company has delivered a copy of such resolution, together with the necessary supporting documentation, to the Stock Exchange in accordance with Rule 10.06(1)(d) of the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid up share capital of the Company comprised 1,606,660,000 Shares. Subject to the passing of ordinary resolution set out in paragraph 7 of the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 160,666,000 Shares.

3. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such a repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if

authorised by the Articles of Association and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital of the Company. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the Annual Report for the year ended 31 March 2010) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

6. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	2.75	2.20
May	2.72	2.45
June	4.35	2.62
July	7.33	4.05
August	7.41	6.00
September (After Subdivision of share)	1.98	1.70
October	1.93	1.62
November	2.30	1.78
December	2.06	1.65
2010		
January	1.98	1.58
February	1.78	1.60
March	1.76	1.50
April	1.87	1.55
May	1.70	1.24
June	1.67	1.40
July, up to Latest Practicable Date	1.50	1.33

7. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise Repurchase Mandate in accordance with the Listing Rules, the Memorandum of Association and Articles of Association and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

8. EFFECT OF THE TAKEOVERS CODE

If, as the result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert depending on the level of increase of Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders. Save as aforesaid the Board is not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

According to the register of interests in shares and short positions maintained by the Company pursuant to section 336 of the SFO, no substantial Shareholder of the Company will become obliged to make a mandatory offer in the event the Repurchase Mandate is exercised in full. The name of the substantial Shareholder of the Company and the percentage shareholdings held before and after the exercise of the Repurchase Mandate are as follows:

Substantial Shareholder	Before repurchase	After repurchase
Forever Winner International Ltd.	64.76%	74.73%

9. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, there was no repurchase of its Shares made by the Company (whether on the Stock Exchange or otherwise).

The biographical details of the two Directors proposed to be re-elected at the AGM are set out as follows:

Mr. WONG Wing (黃榮先生), aged 42, an executive Director, is responsible for the finance and risk management of our Company. He is a member of the American Institute of Certified Public Accountants and a member of the Association of Financial Professionals. He has over 17 years of experience in handling finance and auditing work. He joined our Group in March 2004 as a general manager and was in charge of the setting up of Strong Petrochemical Limited (Macao Commercial Offshore). Mr. Wong is responsible for the Group's financial management, day-to-day operations and the formulation of the Group's risk management policy. He was appointed as an executive Director on 3 March 2008.

Save as disclosed above, Mr. Wong has not held directorships in any other listed public companies in the last three years.

As at the date of this circular and save as disclosed, Mr. Wong does not have any relationships with the Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, save for the 6,400,000 share options and 40,000 ordinary shares, Mr. Wong did not have any interests in Shares within the meaning of Part XV of the SFO.

There is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. LAU Hon Kee (劉漢基先生), FCPA, CPA (Aust.), aged 39, has been independent non-executive director since 28 November 2008. Mr. Lau has over 10 years' experience in and has held positions in various fields including audit, finance and accounting, and has held senior management positions in technology service and manufacturing companies before 2003. Since March 2003, Mr. Lau has been the financial controller and company secretary of the Shandong Luoxin Pharmacy Stock Company Limited (山東羅欣藥業股份有限公司) (Stock Code: 8058), a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Lau holds a bachelor's degree in commerce from the Australian National University and is a Fellow CPA of the Hong Kong Institute of Certified Public Accountants and a CPA of CPA Australia.

Save as disclosed above, Mr. Lau has not held directorships in any other listed public companies in the last three years.

As at the date of this circular and save as disclosed, Mr. Lau does not have any relationships with the Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, save for the 1,200,000 share options, Mr. Lau did not have any interests in Shares within the meaning of Part XV of the SFO.

There is no information relating to Mr. Lau that is required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



STRONG PETROCHEMICAL HOLDINGS LIMITED

海峽石油化工控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 852)

NOTICE IS HEREBY GIVEN that the annual general meeting of Strong Petrochemical Holdings Limited (the “Company”) will be held at Room 1604, 16th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Wednesday, 25 August 2010 at 10:30 a.m. to transact the following ordinary business:

1. to receive, consider and adopt the financial statements and the reports of the directors and the auditors for the year ended 31 March 2010;
2. to approve and declare a final dividend;
3. to re-elect directors;
4. to authorise the directors to fix their remuneration;
5. to appoint the Company’s auditors and to authorise the directors to fix their remuneration for the year ended 31 March 2010;
6. As special business, to consider and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

** For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal value of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon the ordinary resolutions set out in paragraphs 6 and 7 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted

NOTICE OF ANNUAL GENERAL MEETING

or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 7 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board
For and on behalf of the Board
Wang Jian Sheng
Chairman

Hong Kong, 27 July 2010

Notes:

- 1 Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- 2 In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 3 The register of members of the Company will be closed from Monday, 23 August 2010 to Wednesday, 25 August 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 20 August 2010.
- 4 Pursuant to the Articles of Association of the Company, the Chairman of the meeting will demand a poll on each of the resolutions put to the vote at the meeting.
- 5 With regard to ordinary resolutions set out in paragraph 3 of this notice, the biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to this circular.
- 6 As at the date of this announcement executive Directors are Mr. Wang Jian Sheng, Mr. Yao Guoliang and Mr. Wong Wing and the independent non-executive Directors are Mr. Zhu Yao Bin, Mr. Lau Hon Kee and Ms. Lin Yan.