



# DRAGON HILL HOLDINGS LIMITED

( 俊 山 集 團 有 限 公 司 \* )

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 305)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Dragon Hill Holdings Limited (“the Company”) will be held at Function Room I-II, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Friday, 25 May 2007 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2006.
2. To re-elect Directors, to fix the maximum number of Directors and to authorize the Board of Directors to fix their remuneration.
3. To appoint Messrs Ernst & Young as auditors and to authorize the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its securities, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of securities of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and options which would or might require Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to:
- (i) a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors of the Company 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 outside Hong Kong); or
  - (ii) 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 and/or any eligible grantee pursuant to the scheme of shares or rights to acquire Shares of the Company; or
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company,
- the total nominal amount of additional Shares or securities of the Company to be issued, allotted or dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (b) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and options which might

require the exercise of such powers be and is hereby extended by the total nominal amount of securities in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such securities since the granting of such general mandate referred to in the above resolution no. 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

7. As special business, to consider and, if thought fit, pass the following resolution as Special Resolution:

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:—

- (a) by adding the following new definition in Bye-law 1:

““electronic record” shall have the same meaning as ascribed to it under section 2 of the Electronic Transactions Act 1999 of Bermuda as amended from time to time, and includes any electronic code or device necessary to decrypt or interpret the electronic record;”;

- (b) by deleting the existing definition of “ordinary resolution” in Bye-law 1 and substituting therefor the following new definition of “ordinary resolution”:

““ordinary resolution” means a resolution passed by a simple majority of the votes cast by such members as being entitled so to do, vote in person or, where a corporate representative is allowed, by a duly authorised corporate representative; or by electronic means or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which not less than 14 days’ notice has been duly given;”;

- (c) by deleting the existing definition of “special resolution” in Bye-law 1 and substituting therefor the following new definition of “special resolution”:

““special resolution” mean a resolution passed by not less than three-fourths of the votes cast by such members, as being entitled so to do, vote in person, or, where a corporate representative is allowed, by a duly authorised corporate representative; or by electronic means or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given, provided that if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right, a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days’ notice has been given;”;

- (d) by deleting the existing definition of “in writing” or “written” in Bye-law 1 and substituting therefor the following new definition of “in writing” or “written”:

““in writing” or “written” includes printing, lithography, electronic record and other means of representing or reproducing words or figures in visible form;”;

- (e) by deleting the existing Bye-law 69 in its entirety and substituting therefor the following new Bye-law 69:

“69. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by a count of votes received in the form of electronic record, unless voting by way of a poll is required by the rules of the Designated Stock

Exchange or a poll is (before or on the declaration of the result of the show of hands or count of votes as electronic records) demanded by:

- (i) the chairman;
- (ii) at least 3 members present in person or by proxy or by a duly authorised corporate representative for the time being entitled to vote at the meeting;
- (iii) any member or members present in person or by proxy or by a duly authorised corporate representative and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting;  
or
- (iv) any member or members present in person or by proxy or by a duly authorised corporate representative and holding shares in the Company conferring a right to attend and 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.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands or count of votes received as electronic record, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.”;

- (f) by deleting the existing Bye-law 71 in its entirety and substituting therefor the following new Bye-law 71:

“71. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Bye-laws or by the Statutes. In the event of an equality of votes whether on a show of hands, count of votes received as electronic record, or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.”;

- (g) by deleting the existing Bye-law 74 in its entirety and substituting therefor the following new Bye-law 74:

“74. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member present in person or by a count of votes received as electronic record (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person or by proxy or by authorised corporate representative shall have one vote of each share of which he is the holder and which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Bye-law as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.”;

- (h) by deleting the words “special resolution” as appeared on the second line of the existing Bye-law 90 and replacing the same with the words “ordinary resolution”;

- (i) by deleting the existing Bye-law 91 in its entirety and substituting therefor the following new Bye-Law 91:

“91. Without prejudice to the power of the Company in pursuance of the provisions of the Bye-laws of the Company to appoint any person to be a Director and subject to the provisions of the Act, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any person so appointed shall hold office only until the next following general meeting (in the case of filling a casual vacancy) or until the next following annual general meeting (in the case of an additional Director), and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or number of Directors who are to retire by rotation at any annual general meeting.”;

- (j) by deleting the words “a special resolution” as appeared on the existing Bye-law 97 (vii) and replacing the same with the words “an ordinary resolution”;

- (k) by deleting the heading of Bye-law 99 and substituting therefor the following:

**“RETIREMENT BY ROTATION AND RE-ELECTION OF DIRECTORS”;**

- (l) by deleting the existing Bye-law 99(B) in its entirety and substituting therefor the following new Bye-law 99(B):

“99.(B) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being, or if the number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years or within such other period as the rules of the designated Stock Exchange may from time to time prescribe. A retiring Director shall be eligible for re-election at the annual general meeting at which the retiring Director retires. A Director retiring at a meeting shall retain office until the close of the meeting.”;

- (m) by deleting the existing Bye-law 163 in its entirety and substituting therefor the following new Bye-law 163:

“163.(A) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by the Designated Stock Exchange from time to time and subject to this Bye-law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

- (B) A notice or document (including a share certificate) may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by leaving it at that address addressed to the member or by any other means authorised in writing by the member concerned or by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in Hong Kong. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the Designated Stock Exchange from time to time, a notice or document may be served or delivered by the Company to any member

by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a computer network and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.

- (C) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.
- (D) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Company's head office or registered office.
- (E) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.”; and

- (n) by deleting the existing Bye-law 164 in its entirety and substituting therefor the following new Bye-law 164:

“164. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published.””

8. As special business, to consider and, if thought fit, pass the following resolution as Special Resolution:

“**THAT** the Memorandum of Association of the Company be and is hereby amended in the following manner:—

(a) Clause 6

by deleting the existing Clause 6 of the Memorandum of Association and substituting therefor the following new Clause 6:

“6. The objects of the Company are unrestricted.”

(b) Clause 7

by deleting the existing Clause 7 of the Memorandum of Association and substituting therefor the following new Clause 7:

“7. The Company shall have the following powers:

(i) The powers of a natural person;

(ii) Subject to the provisions of Section 42 of the Companies Act 1981, the power to issue preference shares which at the option of the holders thereof are to be liable to be redeemed;

(iii) The power to purchase its own shares in accordance with the provisions of Section 42A of the Companies Act 1981.””

By Order of the Board

**Lee Shing**

*Chairman*

As at the date of this notice, the executive Directors are Messrs Lee Shing (Chairman), Liu Yaling, Wang Shaohua and Pei Qingrong; and the independent non-executive Directors are Messrs Yu Xiumin, Zuo Duofu and Cheng Kin Wah, Thomas.

Hong Kong, 27 April 2007

*Notes:*

1. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the Annual General Meeting, the Register of Members will be closed from 22 May 2007 to 25 May 2007 (both days inclusive) during which no transfer of shares will be registered.
2. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote, on a poll, on his behalf. A proxy need not be a member of the Company.
3. A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)).
4. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of authority must be lodged with the Company's Hong Kong share registrar, Tengis Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting (as the case may be).

\* *For identification purpose only*

Please also refer to the published version of this announcement in The Standard.