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If you are in doubt about 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 shares in Shanghai International Shanghai Growth Investment Limited, you should at once hand this circular with the enclosed 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 transferee.

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SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 770)

**(1) GENERAL MANDATES FOR REPURCHASE BY THE COMPANY
OF ITS OWN SHARES AND FOR ISSUE OF SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this document is to provide you with information regarding resolutions to be proposed at the Annual General Meeting to be held at the Ball Room, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 10:30 a.m. on May 8, 2009. These include resolutions relating to general mandates for the repurchase by the Company of its own shares and for the issue of shares, re-election of retiring directors and amendments to the Articles of Association of the Company.

If you are unable to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the Meeting. Completion and return of the proxy will not preclude any member from attending and voting in person.

March 27, 2009

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DEFINITIONS

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

“Annual General Meeting” or “Meeting” or “AGM”	the annual general meeting of the Company to be held at the Ball Room, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 10:30 a.m. on May 8, 2009, for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular;
“Articles”	the existing articles of association of the Company;
“Board”	the Company’s board of Directors;
“Company”	Shanghai International Shanghai Growth Investment Limited, an exempted company incorporated in the Cayman Islands with limited liability;
“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	March 23, 2009, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution approving the Repurchase Mandate;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of US\$0.10 each in the share capital of the Company;

DEFINITIONS

“Share Issue Mandate”	the general mandate to issue, allot and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases approved by the Securities and Futures Commission as amended from time to time;
“US”	the United States of America;
“US\$”	US dollars, the lawful currency of the US; and
“%” or “per cent.”	percent.

LETTER FROM THE BOARD OF DIRECTORS

SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 770)

Executive Directors:

WANG Ching

WU Bin

Non-Executive Directors:

CAI Nongrui

CHEN Chi-chuan

LEE Tien-chieh

LIN Bin

TSENG Ta-mon

Independent Non-Executive Directors:

HUA Min

ONG Ka Thai

YICK Wing Fat, Simon

Registered office:

Ugland House

P.O. Box 309

George Town

Grand Cayman

Cayman Islands

Principal office:

Room 1707-8, 17/F

Tower 1, New World Tower

16-18 Queen's Road Central

Hong Kong

March 27, 2009

To the Shareholders

Dear Sir/Madam,

**(1) GENERAL MANDATES FOR REPURCHASE BY THE COMPANY
OF ITS OWN SHARES AND FOR ISSUE OF SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the Annual General Meeting, resolutions will be proposed to (i) grant to the Directors the Repurchase Mandate and the Share Issue Mandate to repurchase and issue Shares respectively; (ii) extend the Share Issue Mandate to issued and repurchased Shares; (iii) re-elect the retiring Directors; and (iv) amend the Articles. In compliance with the Listing Rules, this circular provides all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions approving the granting to the Directors of the Repurchase Mandate and the Share Issue Mandate to repurchase and issue Shares respectively, to re-elect the retiring Directors and to amend the Articles.

LETTER FROM THE BOARD OF DIRECTORS

2. GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on April 28, 2008, the Directors were given a general mandate to repurchase Shares. The mandate will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate will end at the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,905,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 890,500 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set out in Appendix I to this circular. Saved as disclosed above, the Company did not obtain any other general mandate to repurchase Shares in the past 12 months.

3. GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on April 28, 2008, the Directors were given a general mandate to allot and issue Shares. The mandate will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,905,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 1,781,000 Shares. The Directors have no present intention to issue any new Shares pursuant to the New Share Issue Mandate. Saved as disclosed above, the Company did not obtain any other general mandate or special mandate to issue securities in the past 12 months.

LETTER FROM THE BOARD OF DIRECTORS

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares without prior approval of the Stock Exchange. The New Share Issue Mandate may only continue in force during the period ending on the earlier of the date of the next annual general meeting or the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in a general meeting of the Company.

4. EXTENSION OF NEW SHARE ISSUE MANDATE

In addition, if the Repurchase Mandate and the New Issue Mandate are granted, an ordinary resolution will be proposed at the AGM that the Directors be granted an extension of New Share Issue Mandate, which provides that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the New Issue Mandate.

5. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to articles 98(b) and 98(c) of the Company's Articles and code provisions on Appendix 14 of the Listing Rules, Mr. CAI Nongrui, Mr. CHEN Chi-chuan and Mr. YICK Wing Fat, Simon, (collectively, the "Retiring Directors") will retire from office at the AGM. Save for Mr. CAI Nongrui, the remaining two Retiring Directors, being eligible, offer themselves for re-election by the Shareholders at the AGM. The biographical details of the above-mentioned Directors seeking re-election are set out in Appendix II to this circular.

Mr. CAI did not offer himself for re-election due to personal reasons. Mr. CAI has confirmed to the Board that there is no disagreement between himself and the Board and there are no matters that need to be brought to the attention of Shareholders or the Stock Exchange in relation to his retirement from office.

The Board would like to express its gratitude to Mr. CAI Nongrui for his past contributions to the Company.

6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the recent amendments to the Listing Rules and certain applicable regulations and in order to bring the memorandum and articles of association of the Company up to date, the Directors propose to amend the Articles. The proposed amendments deal with matters relating to different areas including, inter alia:

- (a) to allow the Company to use the Company's website and electronic means for corporate communications;
- (b) to allow the removal of directors of the Company by an ordinary resolution instead of a special resolution;

LETTER FROM THE BOARD OF DIRECTORS

- (c) to update the relevant provisions regarding closure of the register of members on notice being given in accordance with the requirements of the Listing Rules; and
- (d) the retirement of directors by rotation at annual general meetings and the re-election of director who is appointed to fill a casual vacancy at the first general meeting after his appointment.

Details regarding the proposed amendments have been set out in Appendix III to this circular. The proposed amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM.

7. ANNUAL GENERAL MEETING

Set out in pages 23 to 31 of this circular, is a notice to convene the Annual General Meeting to consider and, if thought fit, approve, inter alia, the Repurchase Mandate, the Share Issue Mandate, the re-election of Retiring Directors and the proposed amendments to the Articles. The Annual General Meeting of the Company will be held at the Ball Room, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 10:30 a.m. on May 8, 2009.

There is enclosed a form of proxy for use at the Annual General Meeting. Whether or not you intend to be present at the Meeting, you are requested to complete the form of proxy and return it to the Company's Registrars in Hong Kong in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Meeting. Completion and delivery of the form of proxy will not prevent Shareholders from attending, and voting at, the Meeting if they so wish.

8. VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM in accordance with Article 52 of the Articles. The result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded or required and the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (<http://shanghaigrowth.etnet.com.hk>).

LETTER FROM THE BOARD OF DIRECTORS

9. RECOMMENDATION

The Directors consider that the granting of Repurchase Mandate, Share Issue Mandate, the extension of the Share Issue Mandate, the re-election of Retiring Directors and the proposed amendments to the Articles are in the best interests of the Company and its Shareholders as a whole and so recommend that you vote in favor of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
WANG Ching
Executive Director

References in this Explanatory Statement to “Shares” mean fully paid up ordinary shares of US\$0.10 each in the capital of the Company.

1. SHARE CAPITAL

As at March 23, 2009 (being the Latest Practicable Date prior to the printing of this document), the issued share capital of the Company comprised 8,905,000 Shares in the Company. The passing of the Ordinary Resolution (5) as set out in the Notice of Annual General Meeting on pages 23 to 31 will allow the Company to repurchase up to a maximum of 890,500 Shares on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases 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 and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchase Mandate would be funded from the available cash flow and/or working capital facilities of the Company. The funds employed by the Company in connection with a repurchase of Shares would be those legally available for such purpose under the Company’s Memorandum and Articles of Association and the laws of the Cayman Islands.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended December 31, 2008 contained in the 2008 Annual Report) in the event that the mandate to repurchase Shares were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant repurchases unless the Directors determined that such repurchases were, taking into account all relevant factors, in the best interests of the Company.

4. GENERAL

To the best of the Directors’ knowledge after having made all reasonable enquiries, none of the Directors nor their associates currently intend to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such Repurchase Mandate is approved by Shareholders.

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

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to do so in the event that the Repurchase Mandate is approved by Shareholders.

5. TAKEOVERS CODE CONSEQUENCES

If on the exercise of the power to repurchase 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 the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the 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.

As at the Latest Practicable Date, the register of interests in Shares and short positions maintained by the Company pursuant to Section 336 of the SFO showed that the Company had been notified of the following interests, being 5% or more of the issued share capital of the Company:

<i>Note</i>	Name	Current shareholding %	New shareholding % if the Repurchase Mandate were fully exercised
(1)	Mr. Jacob Ezra Merkin	17.89	19.88
(1)	Gabriel Capital Corporation ("GCC")	12.95	14.39
(1)	Ariel Fund Limited ("Ariel")	7.29	8.10
(2)	Mr. Hsu Sheng-yu	12.07	13.41
(2)	Chung Chia Company Limited ("Chung Chia")	6.72	7.47
(2)	Kwang Shun Company Limited ("Kwang Shun")	5.35	5.94
(3)	Ms. Hsu Tsui-hua	6.72	7.47
(4)	Ms. Chang Hsiu-yen	5.35	5.94
(5)	Shanghai International Group Corporation Ltd.	5.56	6.18
(5)	Shanghai International Trust Co., Ltd. ("SITCO")	5.56	6.18
	Dover Street VI L.P.	5.61	6.23
(6)	Ruentex Industries Ltd.	6.93	7.70
(7)	Ruentex Development Co., Ltd.	6.71	7.46

Notes:

- (1) Mr. J. Erza Merkin is the General Partner of Gabriel, he is deemed to be interested in 1,690,500 shares by virtue of his 100% control over GCC and Gabriel. Besides, GCC is also deemed to be interested in the Company through its management of Ariel and other funds.
- (2) Mr. Hsu Sheng-yu has an indirect interest in the Company through his 50% beneficial interest in each of Chung Chia and Kwang Shun.
- (3) Ms. Hsu Tsui-hua has an indirect interest in the Company through her 50% beneficial interest in Chung Chia.
- (4) Ms. Chang Hsiu-yen has an indirect interest in the Company through her 50% beneficial interest in Kwang Shun.
- (5) Shanghai International Group Corporation Ltd has an indirect interest in the Company through its approximately 66.33% equity interest in SITICO.
- (6) Apart from a direct holding of 257,000 shares in the Company, Ruentex Industries Limited holds an indirect interest in the Company through its 100% ownership in Full Shine Int'l Holdings Ltd..
- (7) Apart from a direct holding of 228,000 shares in the Company, Ruentex Development Co., Ltd holds an indirect interest in the Company through its 100% ownership in Ruentex Construction Int'l (BVI) Ltd..

In the event that the Directors exercise the Repurchase Mandate in full, there will not be any consequences which may arise under the Takeovers Code, however, the public float of the Shares will fall below 25 per cent. and the Company will not be able to comply with Rule 8.08 of the Listing Rules. As a result of the above, the Company will not exercise the Repurchase Mandate should the public float requirement not be met.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. MARKET PRICE OF SHARES

The highest and lowest traded prices for the Shares of the Company on the Stock Exchange during each of the last twelve months preceding the Last Practicable Date are as follows:

	Highest	Lowest
	<i>US\$</i>	<i>US\$</i>
2008		
March	2.40	2.00
April	2.50	2.00
May	2.10	2.10
June	2.00	1.92
July	–	–
August	–	–
September	2.18	1.85
October	–	–
November	2.00	1.80
December	2.00	2.00
2009		
January	2.00	1.60
February	–	–
March (up to the Latest Practicable Date)	1.75	1.40

The biographical information of the Retiring Directors eligible for re-election at the Annual General Meeting is set out below.

Non-Executive Director

CHEN Chi-chuan, aged 51, has been a Non-Executive Director of the Company and a director of the Investment Manager since March 2003. He is also a member of Audit Committee of the Company. Mr. CHEN joined the Ruentex Group in Taiwan since 1987 and is currently the Vice President of Hei Hong Investment Co., Ltd., with responsibilities for all equity investment activities in Asia. Mr. CHEN holds a Master's degree in Business Administration from the National Taiwan University.

There is no service contract entered into between the Company and Mr. CHEN and he is not remunerated in fee for serving the office as Director. He is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with articles 98(b) and 98(c) of the Company's Articles.

Save as disclosed above, Mr. CHEN has not held other directorship in any publicly listed companies in the last three years and is not related to any director, senior management or substantial or controlling Shareholder of the Company. He does not have any beneficial interest or short position in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. CHEN's re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Independent Non-Executive Director

YICK Wing Fat, Simon, aged 51, has been an Independent Non-Executive Director ("INED") of the Company since July 1999. He is also the Chairman of the Audit Committee of the Company. Mr. YICK holds a Bachelor's degree in Business Administration from the Chinese University of Hong Kong, majoring in Accounting. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Chartered Association of Certified Accountants in England. Mr. YICK has over 27 years of experience in audit, direct investment, investment banking and corporate advisory services.

Mr. YICK also serves as an INED and chairman of the audit committee of Travelsky Technology Limited, Shenzhen Neptunus Interlong Bio-technique Co., Ltd. and China Singyes Solar Technologies Holdings Limited (all listed on the Stock Exchange); Mr. YICK is also an INED and chairman of the audit committee of China-Biotics, Inc. (a company listed on the Nasdaq Global Market in the USA), and Beijing Centergate Technologies (Holding) Co., Ltd. (a company listed on The Shenzhen Stock Exchange in the PRC).

Mr. YICK has entered into a re-appointment agreement with the Company for a term of 2 years from July 28, 2007. He is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with articles 98(b) and 98(c) of the Company's Articles. He is entitled to an annual director's fee of HK\$100,000 and is not entitled to any bonus payments, whether fixed or discretionary in nature. The fee of INED is determined by the Board with reference to remuneration benchmark in the prevailing market.

Save as disclosed above, Mr. YICK has not held other directorship in any publicly listed companies in the last three years and is not connected with any director, senior management or substantial or controlling Shareholder of the Company. He does not have any beneficial interest or short position in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. YICK's re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

The below sets out the existing Articles and the proposed amendments for ease of reference:

Article No.	Existing Articles	Proposed new/amended Articles
2.	Definition	Definition
	–	“Corporate Communication” shall have the meaning attributed to it under the Listing Rules.
	–	“Company’s website” means the website of the Company, the address or domain name of which has been notified to Members.
	–	“Statute” means the Cayman Islands Companies Law (2007 Revision as amended) applying to or affecting the Company, its memorandum of association and/or these Articles.
	“Written” and “In Writing” include all modes of representing or reproducing words in visible form.	“Written” and “In Writing” include printing, lithography, photography and other modes of representing words or figures in a visible form, and include where the representation takes the form of electronic display, provided that the applicable Statute, rules and regulations are complied therewith.
	–	In these Articles, section 8 of the Electronic Transactions Law (2003 Revision) of the Cayman Islands shall not apply.

Article

No.	Existing Articles	Proposed new/amended Articles
12.	The registration of transfers may, on notice being given by advertisement in such one or more newspapers as the Board may determine, be suspended at such time and for such periods as the Board may from time to time determine either generally or in respect of any class of shares or Warrants, provided always that such registration shall not be suspended for more than thirty days in any year (or such longer period as the members of the Company may by Ordinary Resolution determine).	The registration of transfers may, on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect, be suspended at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares or Warrants, provided always that such registration shall not be suspended for more than thirty days in any year (or such longer period as the Members of the Company may by Ordinary Resolution determine).
36(d)	The Register may, on notice being given by advertisement in such one or more newspapers as the Board may determine, be closed at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares, provided that the Register shall not be closed for more than thirty days in any year (or such longer period as the members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year).	The Register may, on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect be closed at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares, provided that the Register shall not be closed for more than thirty days in any year (or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year).

Article**No.****Existing Articles****Proposed new/amended Articles**

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| 38. | <p>For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination of Members for any other proper purpose, the Board of the Company may provide that the Register of Members shall on notice being given by advertisement electronically in such one or more newspapers circulating in the territory where the Recognized Stock Exchange is located and elsewhere as the Board may determine be closed for such periods as the Board may from time to time determine either generally or in respect of any class of shares provided that the Register of Members shall not be closed for a period of more than thirty (30) days in any year or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year. If the Register of Members shall be so closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members such register shall be so closed for at least ten (10) days immediately preceding such meeting and the record date for such determination shall be the date of the closure of the Register of Members.</p> | <p>For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination of Members for any other proper purpose, the Board of the Company may provide that the Register of Members shall on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect, be closed for such periods as the Board may from time to time determine either generally or in respect of any class of shares provided that the Register of Members shall not be closed for a period of more than thirty (30) days in any year or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year. If the Register of Members shall be so closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, the record date for such determination shall be any one day within the closure period of the Register of Members.</p> |
|-----|--|--|

Article

No.	Existing Articles	Proposed new/amended Articles
93.	<p>Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-elected by ordinary resolution.</p>	<p>Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at the meeting by ordinary resolution provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors to retire by rotation at such meeting in case he/she retires at an annual general meeting.</p>
95.	<p>The Company may by Special Resolution at any time remove any Director (including a managing or other executive director but without prejudice to any claim for damages under any contract) and may by Ordinary Resolution appoint another person in this place.</p>	<p>The Company may by Ordinary Resolution at any time remove any Director (including a managing or other executive director but without prejudice to any claim for damages under any contract) and may by Ordinary Resolution appoint another person in this place.</p>

Article

No.	Existing Articles	Proposed new/amended Articles
98(b)	At each Annual General Meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation. Provided that no Director holding office as Managing or Joint Managing Director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire.	At each Annual General Meeting one-third of the Directors for the time being, (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term or holding the office of Managing Director, Joint Managing Director or Deputy Managing Director, shall be subject to retirement by rotation at least once every three years or such other period as the Recognized Stock Exchange may from time to time prescribe.
133.	Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register or by delivering it to or leaving it at such registered address addressed as aforesaid or by telex, facsimile message or by electronic means or (in the case of notice) by advertisement in an official publication or newspaper circulating in the Cayman Islands and in such one or more newspapers circulating in the territory where the Recognized Stock Exchange is located as the rules for the time being of the relevant Recognized Stock Exchange may stipulate and the Board may determine. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.	To the extent permitted by and subject to the compliance with the laws and regulations applicable to the Company, any notice or document (including any Corporate Communication) required to be given, issued, delivered or otherwise made available under these Articles, the Statute and all applicable regulations by the Company to any Member shall be in writing or by telex or facsimile message or in electronic format and may be served by the Company on any Member either: <ul style="list-style-type: none"> <li data-bbox="874 1481 1369 1544">(a) by serving it personally on the Member; <li data-bbox="874 1608 1369 1779">(b) by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address as appears in the Register; <li data-bbox="874 1842 1369 1906">(c) by delivering or leaving it at such address as aforesaid;

Article**No.****Existing Articles****Proposed new/amended Articles**

- (d) by sending or transmitting it to such electronic address provided by such Member to the Company or through other electronic medium;
- (e) by publishing it on the Company's website provided that a notification of publication of the notice or document is sent to the relevant Member in the manner as prescribed in accordance with the requirements of the Recognized Stock Exchange;
- (f) by placing an advertisement in English in at least one English language newspaper or publication and in Chinese in at least one Chinese language newspaper or publication in accordance with these Articles and the applicable laws, rules and regulations; or
- (g) by sending or otherwise making it available to such Member through such other means to the extent permitted by and in accordance with the requirements of the Recognized Stock Exchange and all applicable laws and regulations.

In case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders whose name stands first in the Register in respect of the share shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.

Article

No.	Existing Articles	Proposed new/amended Articles
134.	<p>Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the fourth day following that on which it was put in the post (airmail if posted to an overseas address), and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>	<p>Subject to the requirements of the Recognized Stock Exchange and all applicable laws and regulations, any notice or document (including any Corporate Communication) given or issued by or on behalf of the Company shall be deemed to have been served in the following manner:</p> <p>(a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the notice, document or publication was so served or delivered shall be conclusive evidence of the service or delivery;</p> <p>(b) if sent by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into the post office situated within Hong Kong and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post office and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed, prepaid and put into the post office shall be conclusive evidence thereof;</p>

Article

No.	Existing Articles	Proposed new/amended Articles
		<ul style="list-style-type: none"> (c) if sent or transmitted by electronic transmission, shall be deemed to have been served on the day on which the notice or document is sent or transmitted; (d) if published on the Company’s website, shall be deemed to have been served on the day on which the notice of publication referred to in Article 133(e) is sent; or if later, the date on which the notice or document first appears on the Company’s website after the notice of publication is sent; or such other date as prescribed in accordance with the requirements of the Recognized Stock Exchange; or (e) if published as an advertisement in a newspaper or other publication, shall be deemed to have been served on the day on which the advertisement first so appears.
135.	<p>A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a share or shares in consequence of the death or bankruptcy of a Member by sending it through the post as aforesaid in a pre-paid letter addressed to them by name or by the title of representatives of the deceased, or trustee of the bankrupt, or any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.</p>	<p>Any notice or document (including any Corporate Communication) given or issued by or on behalf of the Company may be given either in the English language or the Chinese language or both, if permitted by and subject to due compliance with all applicable laws and regulations.</p>

Article

No.	Existing Articles	Proposed new/amended Articles
136.	<p>Notice of every general meeting shall be given in any manner hereinbefore authorized to:</p> <p>(a) every person shown as a Member in the Register of Members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the Register of Members;</p> <p>(b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in a bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;</p> <p>(c) the Auditors;</p> <p>(d) each Director and alternate Director;</p> <p>(e) the Hong Kong Stock Exchange; and</p> <p>(f) such other person to whom such notice is required to be given in accordance with the rules of any Recognized Stock Exchange on which the Securities of the Company are listed.</p>	<p>Any notice or document (including any Corporate Communication) served to any Member in pursuance of these Articles, the applicable laws and regulations shall, notwithstanding that Member be then deceased or bankrupt and whether or not the Company have notice of his decease or bankruptcy, be deemed to have been duly served in respect of any shares held by such Member whether held solely or jointly with other persons by such Member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his or her executors or administrators or trustee of the bankrupt and all persons (if any) jointly interested with him in any such share.</p>

No other person shall be entitled to receive notices of general meetings.

NOTICE OF ANNUAL GENERAL MEETING

SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 770)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Ball Room, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 10:30 a.m. on May 8, 2009 for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended December 31, 2008.
2. To approve and declare a special final dividend for the year ended December 31, 2008.
3. To re-elect directors and to fix their remuneration.
4. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

As special business, to consider and if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the manner in which the shares in the capital of the Company may be repurchased shall be at the discretion of the directors of the Company as they may from time to time see fit provided that such repurchases shall be effected by on-market purchases on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases and in accordance with the relevant rules of The Stock Exchange of Hong Kong Limited or such other exchange and the aggregate nominal amount of the shares in the capital of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (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 of shares or rights to acquire shares of the Company, (iii) any scrip dividend or similar arrangement providing for the allotment 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, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, plus

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(ii) subject to passing of the following Ordinary Resolution (7), the number of shares in the capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of shares in the capital of the Company in issue at the date of passing 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 law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof as at that date (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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

7. **“THAT** the directors of the Company be and are hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Ordinary Resolution 6 in the notice of this meeting in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

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

SPECIAL RESOLUTION

“**THAT** the Articles of Association of the Company be and are hereby amended as follows:

- (a) By inserting the following new definition after “Company” under Article 2:

‘ “Corporate Communication” shall have the meaning attributed to it under the Listing Rules.

“Company’s website” means the website of the Company, the address or domain name of which has been notified to Members.’

- (b) By inserting the following new definition after “Special Resolution” under Article 2:

‘ “Statute” means the Cayman Islands Companies Law (2007 Revision as amended) applying to or affecting the Company, its memorandum of association and/or these Articles.’

- (c) By deleting the meaning of “Written” and “In Writing” under Article 2 in its entirety and substituting therefor the following:

‘ “Written” and “In Writing” include printing, lithography, photography and other modes of representing words or figures in a visible form, and include where the representation takes the form of electronic display, provided that the applicable Statute, rules and regulations are complied therewith.’

- (d) By inserting the following under Article 2:

‘In these Articles, section 8 of the Electronic Transactions Law (2003 Revision) of the Cayman Islands shall not apply.’

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- (e) By deleting Article 12 in its entirety and replacing it with the following:

‘The registration of transfers may, on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect, be suspended at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares or Warrants, provided always that such registration shall not be suspended for more than thirty days in any year (or such longer period as the Members of the Company may by Ordinary Resolution determine).’

- (f) By deleting Article 36(d) in its entirety and replacing it with the following:

‘The Register may, on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect be closed at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares, provided that the Register shall not be closed for more than thirty days in any year (or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year).’

- (g) By deleting Article 38 in its entirety and replacing it with the following:

‘For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination of Members for any other proper purpose, the Board of the Company may provide that the Register of Members shall on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect, be closed for such periods as the Board may from time to time determine either generally or in respect of any class of shares provided that the Register of Members shall not be closed for a period of more than thirty (30) days in any year or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year. If the Register of Members shall be so closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, the record date for such determination shall be any one day within the closure period of the Register of Members.’

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- (h) By deleting the last sentence of Article 93 and substituting therefor the following:

‘Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at the meeting by ordinary resolution provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors to retire by rotation at such meeting in case he/she retires at an annual general meeting.’

- (i) By deleting Article 95 in its entirety and replacing it with the following:

‘The Company may by Ordinary Resolution at any time remove any Director (including a managing or other executive director but without prejudice to any claim for damages under any contract) and may by Ordinary Resolution appoint another person in this place.’

- (j) By deleting Article 98(b) in its entirety and replacing it with the following:

‘At each Annual General Meeting one-third of the Directors for the time being, (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term or holding the office of Managing Director, Joint Managing Director or Deputy Managing Director, shall be subject to retirement by rotation at least once every three years or such other period as the Recognized Stock Exchange may from time to time prescribe.’

- (k) By deleting Article 133 in its entirety and replacing it with the following:

‘To the extent permitted by and subject to the compliance with the laws and regulations applicable to the Company, any notice or document (including any Corporate Communication) required to be given, issued, delivered or otherwise made available under these Articles, the Statute and all applicable regulations by the Company to any Member shall be in writing or by telex or facsimile message or in electronic format and may be served by the Company on any Member either:

- (a) by serving it personally on the Member;
- (b) by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address as appears in the Register;
- (c) by delivering or leaving it at such address as aforesaid;

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- (d) by sending or transmitting it to such electronic address provided by such Member to the Company or through other electronic medium;
- (e) by publishing it on the Company's website provided that a notification of publication of the notice or document is sent to the relevant Member in the manner as prescribed in accordance with the requirements of the Recognized Stock Exchange;
- (f) by placing an advertisement in English in at least one English language newspaper or publication and in Chinese in at least one Chinese language newspaper or publication in accordance with these Articles and the applicable laws, rules and regulations; or
- (g) by sending or otherwise making it available to such Member through such other means to the extent permitted by and in accordance with the requirements of the Recognized Stock Exchange and all applicable laws and regulations.

In case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders whose name stands first in the Register in respect of the share shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.'

- (l) By deleting Article 134 in its entirety and replacing it with the following:

'Subject to the requirements of the Recognized Stock Exchange and all applicable laws and regulations, any notice or document (including any Corporate Communication) given or issued by or on behalf of the Company shall be deemed to have been served in the following manner:

- (a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the notice, document or publication was so served or delivered shall be conclusive evidence of the service or delivery;

NOTICE OF ANNUAL GENERAL MEETING

- (b) if sent by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into the post office situated within Hong Kong and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post office and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed, prepaid and put into the post office shall be conclusive evidence thereof;
 - (c) if sent or transmitted by electronic transmission, shall be deemed to have been served on the day on which the notice or document is sent or transmitted;
 - (d) if published on the Company's website, shall be deemed to have been served on the day on which the notice of publication referred to in Article 133(e) is sent; or if later, the date on which the notice or document first appears on the Company's website after the notice of publication is sent; or such other date as prescribed in accordance with the requirements of the Recognized Stock Exchange; or
 - (e) if published as an advertisement in a newspaper or other publication, shall be deemed to have been served on the day on which the advertisement first so appears.'
- (m) By deleting Article 135 in its entirety and replacing it with the following:
- 'Any notice or document (including any Corporate Communication) given or issued by or on behalf of the Company may be given either in the English language or the Chinese language or both, if permitted by and subject to due compliance with all applicable laws and regulations.'

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(n) By deleting Article 136 in its entirety and replacing it with the following:

‘Any notice or document (including any Corporate Communication) served to any Member in pursuance of these Articles, the applicable laws and regulations shall, notwithstanding that Member be then deceased or bankrupt and whether or not the Company have notice of his decease or bankruptcy, be deemed to have been duly served in respect of any shares held by such Member whether held solely or jointly with other persons by such Member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his or her executors or administrators or trustee of the bankrupt and all persons (if any) jointly interested with him in any such share.’”

By Order of the Board
Andrew K. W. Liang
Company Secretary

Hong Kong, March 27, 2009

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, 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 a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged at the Company’s Registrar in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 24 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjourned meeting should he so wish.
3. The register of members of the Company will be closed from April 22, 2009 to May 8, 2009, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed special final dividend and to determine entitlement to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s Registrar in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration no later than 4:00 p.m. on April 21, 2009.
4. In relation to Resolution 3, the retiring directors standing for re-election at the Meeting are Mr. Chen Chichuan and Mr. Yick Wing Fat, Simon. Biographical details of the above directors are disclosed in Appendix II to the circular dated March 27, 2009 to be dispatched to members of the Company together with this notice and the 2008 Annual Report.
5. In relation to Resolution 5, an explanatory statement on share repurchase (as required by the Listing Rules) is set out in Appendix I to the Circular.