



# CHINA CHENGTONG DEVELOPMENT GROUP LIMITED

## 中國誠通發展集團有限公司

*(incorporated in Hong Kong with limited liability)*

(Stock code: 217)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of China Chengtong Development Group Limited (“**Company**”) will be held on Tuesday, 16 December 2008 at Plaza Room 1-3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions each of which will be proposed as an Ordinary Resolution of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement dated 15 October 2008 and entered into between the Company as purchaser, China Chengtong Hong Kong Company Limited (“**CCHK**”) as vendor and China Chengtong Holdings Group Limited (“**CCHG**”) as vendor’s warrantor, as supplemented by the supplemental agreement dated 27 October 2008 and entered into between the Company, CCHK and CCHG (“**First SP Agreement**”) in relation to the acquisition by the Company of the entire issued share capital of two companies to be incorporated in the British Virgin Islands prior to the completion of the First SP Agreement (copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereby be and are hereby approved;
- (b) the issue of the Consideration Shares (as defined in the circular of the Company dated 29 November 2008 (“**Circular**”) (a copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification)) upon completion of the First SP Agreement as set out in the Circular on and subject to the terms of the First SP Agreement, be and is hereby approved;
- (c) the directors of the Company (“**Directors**”) be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the First SP Agreement; and
- (d) the Directors be and are hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the First SP Agreement and to agree to any amendment to any of the terms of the First SP Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.”

2. **“THAT**

- (a) the sale and purchase agreement dated 15 October 2008 and entered into between the Company as purchaser, CCHK as vendor and CCHG as vendor’s warrantor, as supplemented by the supplemental agreement dated 27 October 2008 and entered into between the Company, CCHK and CCHG (**“Second SP Agreement”**) in relation to the acquisition by the Company of the entire issued share capital of a company to be incorporated in the British Virgin Islands prior to the completion of the Second SP Agreement (copy of which has been produced to the meeting marked “C” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereby be and are hereby approved;
- (b) the issue of the Consideration Shares (as defined in the Circular (a copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification)) upon completion of the Second SP Agreement as set out in the Circular on and subject to the terms of the Second SP Agreement, be and is hereby approved;
- (c) the Directors be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Second SP Agreement; and
- (d) the Directors be and are hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Second SP Agreement and to agree to any amendment to any of the terms of the Second SP Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.”

3. **“THAT** subject to the Executive (as defined in the Circular) granting to the Concert Group (as defined in the Circular) the Whitewash Waiver (as defined in the Circular) and the satisfaction of any condition(s) attached to the Whitewash Waiver imposed by the Executive, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (**“Takeovers Code”**) waiving any obligation on the Concert Group to make a mandatory general offer to the holders of securities of the Company to acquire securities in the Company other than those already owned by the Concert Group which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of the allotment and issue of the Consideration Shares (as defined in the Circular) to CCHK (as defined in resolution number 1 above) pursuant to the First SP Agreement (as defined in resolution number 1 above) and the Second SP Agreement (as defined in resolution number 2 above) be and is hereby approved.”

4. “**THAT** the authorised share capital of the Company be and hereby increased from HK\$500,000,000 to HK\$600,000,000 by the creation of 1,000,000,000 new shares of HK\$0.10 each.”

By order of the Board  
**China Chengtong Development Group Limited**  
**Wang Hongxin**  
*Managing Director*

Hong Kong, 29 November 2008

Registered office:  
Suite 6406, 64th Floor  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is appointed. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed herewith. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
2. 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 of attorney or authority must be deposited with the Company’s share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.

*As at the date of this notice, the executive Directors are Mr. Zhang Guotong and Mr. Wang Hongxin; the non-executive Directors are Mr. Gu Laiyun and Ms. Xu Zhen; and the independent non-executive Directors are Mr. Kwong Che Keung, Gordon, Mr. Tsui Yiu Wa, Alec, Mr. Lao Youan and Mr. Ba Shusong.*