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*Smart Union*

## **SMART UNION GROUP (HOLDINGS) LIMITED**

**(Provisional Liquidators Appointed)**

**合俊集團(控股)有限公司**

**(已委任臨時清盤人)**

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

**(Stock Code: 2700)**

### **NOTICE OF 2010 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2010 annual general meeting (the “**2010 AGM**”) of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Monday, 31 October 2011, at 10:30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the 2010 AGM be resolved and treated as the annual general meeting of the Company for the year 2010, convened and held (out of time) in accordance with the Company’s articles of association (the “**Articles**”) and the convening and holding of the 2010 AGM (out of time) be and is hereby approved, ratified and confirmed.”
2. “**THAT** the re-election of Mr. Ho Wai Wah as a director of the Company (the “**Director**”) and the authorization of the board of directors of the Company (the “**Board**”) or the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) to fix the Director’s remuneration be and are hereby approved, ratified and confirmed.”
3. “**THAT** the audited consolidated financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2009, a copy of which has been published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) on 29 April 2010 and has been produced to the meeting and initialled by the Chairman for the purpose of identification, be and are hereby adopted, ratified and confirmed.”
4. “**THAT** the appointment of PricewaterhouseCoopers as the auditor of the Company and the authorization of the Board or the Provisional Liquidators to fix their remuneration be and are hereby approved, ratified and confirmed.”

For and on behalf of  
**Smart Union Group (Holdings) Limited**  
*(Provisional Liquidators Appointed)*  
**John Robert Lees**  
**Mat Ng**  
*Joint and Several Provisional Liquidators*  
*acting as agents for and on behalf of the Company*  
*without personal liability*

Hong Kong, 27 September 2011

*Notes:*

1. Any member of the Company entitled to attend and vote at the 2010 AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the 2010 AGM and vote in its stead.
2. A form of proxy for use in connection with the 2010 AGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board or the Provisional Liquidators) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, 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 appointed for holding the 2010 AGM or any adjournment thereof.
3. In relation to resolution no. (2) above, Mr. Ho Wai Wah will retire from his office as executive Director by rotation at the 2010 AGM pursuant to Article 87 of the Articles and, being eligible, he will offer himself for re-election.

*As at the date of this announcement, the board of Directors comprises three executive Directors: Mr. Wu Kam Bun, Mr. Ho Wai Wah and Mr. Wong Wai Chuen.*