



# 粵海制革有限公司

## GUANGDONG TANNERY LIMITED

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 1058)**

### **Notice of Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Guangdong Tannery Limited (“GTL”) will be held at Chater Room I, The Function Room Level (B1), The Ritz-Carlton, Hong Kong, 3 Connaught Road, Central, Hong Kong on Thursday, 22nd September, 2005 at 3:30 p.m. (or as soon thereafter as the Court Meeting (as defined in the scheme of arrangement hereinafter mentioned) convened for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

#### **SPECIAL RESOLUTION**

**“THAT:**

- (A) the proposed scheme of arrangement (the “Scheme”) between Guangdong Tannery Limited (“GTL”) and the holders of the Scheme Shares (as defined in the Scheme) which has been produced to this meeting and for the purposes of identification, signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the High Court of Hong Kong, be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
  - (i) the authorised and issued share capital of GTL shall be reduced by cancelling and extinguishing the Scheme Shares;
  - (ii) subject to and forthwith upon the said reduction of capital taking effect, the authorised share capital shall immediately be increased to its former amount of HK\$70,000,000 by the creation of such number of new Shares as is equal to the number of Scheme Shares cancelled (being 149,054,000 Shares); and
  - (iii) GTL shall apply the credit arising in its books of account as a result of the said reduction of capital (being HK\$14,905,400) in paying up in full at par such number of new Shares being equal to the number of the Scheme Shares cancelled, which shall be allotted and issued, credited as fully paid, to GDH Limited;
- (C) subject to the Scheme taking effect, the directors of GTL be and are hereby authorised to make an application to The Stock Exchange of Hong Kong Limited (hereinafter called the “Stock Exchange”) for withdrawal of the listing of GTL’s shares on the Stock Exchange; and

(D) the directors of GTL be and are hereby authorised to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the High Court of Hong Kong may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the Proposal (as defined in the document sent to the holders of Scheme Shares (the “Document”) of which the notice of this resolution forms part) a whole.

By order of the Board  
**Zhang Chunting**  
*Chairman*

Hong Kong, 26th August, 2005.

*Registered Office:*

29th Floor

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

*Notes:*

1. A white form of proxy for use at this meeting is enclosed with the Document (as defined above).
2. A member of GTL entitled to attend and vote at this meeting is entitled to appoint one or more proxies (who must be an individual) to attend and vote instead of him/her. A proxy need not be a member of GTL.
3. In order to be valid, the white form of proxy together with any power of attorney or other authority (if any) under which it is signed, or notarially certified copy of such power of attorney, must be deposited with Tengis Limited, the share registrar and share transfer office of GTL, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding this meeting or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at this meeting and, in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any share in GTL, any one of such joint holders may vote at this meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at this meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of GTL in respect of the relevant joint holding.

*Please also refer to the published version of this announcement in (China Daily and South China Morning Post)*