



粵海制革有限公司

GUANGDONG TANNERY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 1058)

Notice of Court Meeting

HCMP NO. 1606/2005

**IN THE HIGH COURT OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1606 OF 2005**

**In the Matter
of
Guangdong Tannery Limited
粵海制革有限公司
and
In the Matter of
the COMPANIES ORDINANCE,
Chapter 32 of the Laws of the Hong Kong Special Administrative Region**

SCHEME OF ARRANGEMENT

**(under Section 166 of the Companies Ordinance,
Chapter 32 of the Laws of the Hong Kong Special Administrative Region)**

**between
Guangdong Tannery Limited
粵海制革有限公司
and
the holders of its equity share capital of HK\$0.10 each
(other than those beneficially owned by GDH Limited)
and
GDH Limited
(as beneficial owner of 375,100,000 shares in the equity
share capital of Guangdong Tannery Limited)**

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 23rd August 2005 (the “Order”) made by the Honourable Mr. Justice Chung in the above matters, the Court has directed a meeting (the “Meeting”) to be convened of the holders of ordinary shares of HK\$0.10 each in the capital of Guangdong Tannery Limited (“GTL”) other than those of such shares owned by GDH Limited for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement proposed to be made between GTL and the holders of the Scheme Shares (as defined in the scheme of arrangement hereinafter

mentioned (the “Scheme”)) and that the Meeting 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 3:00 p.m. at which place and time all such holders (the “Scheme Shareholders”) of ordinary shares of HK\$0.10 each in the capital of GTL are requested to attend.

A copy of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme are incorporated in the document to be despatched to the Scheme Shareholders (the “Document”) of which a copy of this Notice forms part.

The above-mentioned holders of ordinary shares of HK\$0.10 each in the capital of GTL may vote in person at the Meeting or they may appoint one or more proxies (who must be an individual), whether a member of GTL or not, to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the Document.

In the case of joint holders, the vote of the most senior holder who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members of GTL in respect of the relevant joint holding.

It is requested that forms appointing proxies be lodged, by hand or by post, 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 the Meeting, but if forms are not so lodged they may be handed to the chairman of the Meeting at the Meeting. Copies of the Document and the related proxy forms are available at 29th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong at any time up to (but excluding) 3:00 p.m. on Tuesday, 20th September, 2005.

By the Order, the Court has appointed Choi Kam Fai, Thomas, or failing him, Cheng Hok Lai James, or, failing him, Fung Lak, or, failing him, Zhang Chunting, or, failing him, Hui Wai Man Lawrence, or, failing him, Xiong Guangyang, or, failing him, Ho Lam Lai Ping Theresa all being directors of GTL to act as the chairman of the Meeting and has directed the chairman of the Meeting to report the results thereof to the Court.

By the said Order, the Court further directed that the resolution put to the vote at the Meeting shall be decided by poll to be cast in such manner as directed by the chairman of the Meeting.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

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Solicitors for Guangdong Tannery Limited
粵海制革有限公司

Dated 26th August, 2005.

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