



# 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 (the “Company”) will be held at the Boardroom, Basement II, The Wharney Guang Dong Hotel Hong Kong, No. 57–73 Lockhart Road, Wanchai, Hong Kong, on Wednesday, 8 August 2007 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

#### “THAT

- (a) the execution of a conditional subscription agreement dated 11 July 2007 (the “**Subscription Agreement**”) entered into between the Company and GDH Limited in relation to the issue of a convertible note in an aggregate principal amount of HK\$61,500,000 and at an initial conversion price of HK\$1.90 per conversion share (subject to adjustments) by GDH Limited, a copy of which has been produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purpose, be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved and that the issue and allotment of shares of the Company to GDH Limited contemplated and pursuant to the terms of the convertible note upon exercise of conversion rights attaching to the convertible note be and are hereby approved; and any one director of the Company be and is hereby approved to do such acts and execute such documents as he may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement and the convertible note and completion of the transactions contemplated thereunder; and
- (b) the directors of the Company be and are hereby generally and specifically authorized to allot and issue such number of new shares (“**Special Mandate**”) as may be required to be allotted and issued upon the exercise of the conversion right attaching to the convertible note approved to be issued under resolution numbered (a) above on and subject to the terms and conditions of the Subscription Agreement be and are hereby approved.”

By Order of the Board  
**Lee Wai Mei**  
*Company Secretary*

Hong Kong, 23 July 2007

*Registered office:*  
29th Floor  
Guangdong Investment Tower  
148 Connaught Road Central  
Hong Kong

**Notes:**

- (i) A shareholder entitled to attend and vote at the above meeting may appoint more than one proxy to attend and, on a poll, vote in his place and such proxy need not be a shareholder of the Company.
- (ii) A form of proxy is enclosed. To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company's share registrar and transfer office, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting or any adjourned meeting if he so wishes. If a shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- (iii) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's register of shareholders in respect of the joint holding.

*As at the date of this notice, the board of directors of the Company comprises two Executive Directors, namely Mr. Zhang Chunting and Mr. Deng Rongjun; three Non-Executive Directors, namely Mr. Zhang Yaping, Mr. Xiong Guangyang and Mrs. Ho Lam Lai Ping, Theresa; and three Independent Non-Executive Directors, namely Mr. Fung Lak, Mr. Choi Kam Fai, Thomas and Mr. Chan Cheong Tat.*