



粵海制革有限公司

GUANGDONG TANNERY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(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 Monday, 24 November 2008 at 10:00 a.m. for the following purposes:

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in ordinary shares of the Company (the “**Shares**”) which may fall to be issued pursuant to the exercise of options (“**Options**”) granted under the share option scheme (the “**New Share Option Scheme**”) of the Company, the terms of which are contained in the document marked “A” and produced to the meeting and for the purpose of identification signed by a Director of the Company and a summary of which is set out in a circular dated 7 November 2008 and despatched to the shareholders of the Company of which the notice convening this meeting forms part (the “**Condition**”), the New Share Option Scheme be and is hereby approved and the Board of Directors of the Company (the “**Board**”) be and is hereby authorized to grant Options and to allot and issue Shares pursuant to the exercise of any Option and to do all such acts and to enter into all such transactions and arrangements as may be necessary or desirable in order to give effect to the New Share Option Scheme and, to the extent permissible under the Articles of Association of the Company, the Rules governing the Listing of Securities on the Stock Exchange and the rules of the New Share Option Scheme, the Directors of the Company may vote in respect of any resolution(s) under or affecting the New Share Option Scheme (including, without limitation, approving any amendments to the rules of the New Share Option Scheme as may be acceptable or not objected to by the Stock Exchange, the granting of Options thereunder or approving the allotment and issue of Shares upon exercise of Options thereunder notwithstanding any interest(s) of any Director(s)). For the avoidance of doubt, the total number of Shares which may be issued upon the exercise of the Options to be granted under the New Share Option Scheme shall not exceed 10 per cent of the Shares in issue as at the date of the passing of this resolution. For the purpose of calculating the 10 per cent limit, all options previously granted under the existing share option scheme (the “**Existing Share Option Scheme**”) of the Company which was adopted

by the Company on 31 May 2002 or any other schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the relevant scheme or exercised) will not be counted;

- (b) the Existing Share Option Scheme is hereby terminated on the same date as the New Share Option Scheme comes into effect upon approval of the New Share Option Scheme in accordance with (a) above and fulfillment of the Condition, provided that any options granted under the Existing Share Option Scheme prior to the passing of this resolution shall not, in any way, be affected or prejudiced and all such options shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme.

By order of the Board
LO Sze Sze
Company Secretary

Hong Kong, 7 November 2008

Registered office:

29/F. Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies 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, Tricor Tengis Limited, at 26/F., 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 announcement, the Board comprises two Executive Directors, namely Mr. Zhang Chunting and Mr. Ren Yingguo; 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.