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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 Tuesday, 24 June 2014 at 10:10 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the following purposes:

To consider and, if thought fit, pass the following resolution, with or without amendments, as a Special Resolution:

“**THAT** the amendments (“Amendments”) to the memorandum and articles of association of the Company in the manner as set out in the appendix to the circular of the Company to which this notice forms part be and are hereby approved, and the articles of association of the Company in the form of the document marked “A” produced to this meeting and, for the purpose of identification, signed by the Chairman of this meeting, which consolidates all of the proposed Amendments and all previous amendments made pursuant to resolutions passed by shareholders of the Company at general meetings, be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with effect from the conclusion of this meeting.”

By order of the Board
LO Sze Sze
Company Secretary

Hong Kong, 29 May 2014

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

Notes:

- (i) 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, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 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.
- (ii) 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.
- (iii) The register of members of the Company will be closed on Monday, 23 June 2014 and Tuesday, 24 June 2014, during such period no transfer of shares will be registered. In order to determine the identity of the members of the Company who are entitled to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged at the office of the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 20 June 2014.

As at the date of this announcement, the board of directors of the Company comprises two Executive Directors, namely Mr. Chen Hong and Mr. Sun Jun; three Non-Executive Directors, namely Mr. Liu Bing, Mrs. Ho Lam Lai Ping, Theresa and Mr. Qiao Jiankang; and three Independent Non-Executive Directors, namely Mr. Fung Lak, Mr. Choi Kam Fai, Thomas and Mr. Chan Cheong Tat.