



寶業集團股份有限公司
BAOYE GROUP COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2355)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Baoye Group Company Limited (“Company”) will be held at 13th Floor, Development Building, No. 208 Jianhu Road, Keqiao, Shaoxing County, Zhejiang Province, the PRC on 6 May 2005 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the agreement (“**Construction Agreement**”) dated 26 February 2005 and conditionally entered into between 浙江寶業建設集團有限公司 (Zhejiang Baoye Company Construction Group Co., Ltd) and 浙江明華輕紡原料博覽城有限公司 (Zhejiang Minghua Textile Raw Material Exhibition City Co., Ltd.*), a copy of which has been produced to the meeting marked “A” and has been initialled by the chairman of the meeting for identification purpose, be and is hereby approved and that any one director of the Company be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents which in his opinion may be necessary, desirable or expedient to carry into effect or to give effect to the Construction Agreement and all transactions contemplated therein, including such changes and amendments thereto as any one director of the Company may consider necessary, desirable and expedient.”
2. **“THAT** the agreement (“**Acquisition Agreement**”) dated 26 February 2005 and entered into between the Company and Mr Pang Baogen, a copy of which has been produced to the meeting marked “B” and has been initialled by the chairman of the meeting for identification purpose, be and is hereby approved and that any one director of the Company be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents which in his opinion may be necessary, desirable or expedient to carry into effect or to give effect to the Acquisition Agreement and all transactions contemplated therein, including such changes and amendments thereto as any one director of the Company may consider necessary, desirable and expedient.”

By Order of the Board
Baoye Group Company Limited*
Pang Baogen
Chairman

Shaoxing County, Zhejiang Province, the PRC
18 March 2005

Notes:

1. The register of members of the Company will be closed from 7 April 2005 to 6 May 2005 (both days inclusive), during which no transfer of shares can be registered.
2. Holders of domestic shares and H shares whose names appear on the register of members of the Company at 4:00 p.m. on 6 April 2005 are entitled to attend and vote at the meeting convened by the above notice and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares of the Company, to the H shares registrar of the Company, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Shareholders who intend to attend the meeting should complete and return the reply slip and return it by hand or post to the share registrar of the Company (for holders of H shares) or to the registered office address of the Company (for holders of domestic shares) on or before 16 April 2005.
6. The meeting is expected to take half a day. Shareholders attending the meeting shall be responsible for their own travel and accommodation expenses.

7. The registered office address of the Company is as follows:
Yangxunqiao Township
Shaoxing County
Zhejiang Province
The People's Republic of China
 8. As at the date hereof, the board of directors of the Company comprises four executive directors, namely Mr Pang Baogen, Mr Gao Jiming, Mr Gao Lin and Mr Zhou Hanwan; two non-executive directors, namely Mr Wu Weimin and Mr Hu Shaozeng; and three independent non-executive directors, namely Mr Wang Youwei, Mr Yi Deqing and Mr Dennis Yin Ming Chan.
- * *For identification purposes only*