



WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED

和寶國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 039)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Wealthmark International (Holdings) Limited (the “**Company**”) will be held at The Ritz-Carlton Hotel, 3 Connaught Road, Central, Hong Kong, Chater Room I, Level B1 on 16 July 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following with or without modification as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT:**

- (a) the BAPP Acquisition Agreement (as defined in the Company’s circular to Shareholders dated 29 June 2007 (the “**Circular**”) of which the notice of this EGM forms a part) (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for identification purposes) entered into between the Company, BAPP Enzyme Engineering Limited and China Enterprise Capital Limited and the transactions contemplated thereunder be and are hereby approved, and any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the BAPP Acquisition Agreement or any matters relation thereto; and
- (b) the allotment and issue of 96,000,000 new shares in the capital of the Company of HK\$0.10 each (“**Shares**”) by the Company to BAPP Enzyme Engineering Limited at an issue price of HK\$1.25 per Share credited as fully paid and otherwise in accordance with the terms of the BAPP Acquisition Agreement and subject to the terms and conditions contained in the articles of association of the Company (the “**Articles**”) be and are hereby approved and any one director of the Company (in any case where the common seal of the Company is required to be affixed, then any two directors or any one director and the secretary of the Company) be authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his or her or their opinion necessary or desirable in connection with the issue of the aforesaid Shares, the share certificate(s) or any matters in relation thereto;

2. **THAT:**

- (a) the CEC Acquisition Agreement (as defined in the Circular) (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of this meeting for identification purposes) entered into between the Company, CEC Agricapital Group Limited and China Enterprise Capital Limited and the transactions contemplated thereunder be and are hereby approved, and any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the CEC Acquisition Agreement or any matters relation thereto; and
- (b) the allotment and issue of 80,000,000 new Shares by the Company to CEC Agricapital Group Limited at an issue price of HK\$1.25 per Share credited as fully paid and otherwise in accordance with the terms of the CEC Acquisition Agreement and subject to the terms and conditions contained in the Articles be and are hereby approved and any one director of the Company (in any case where the common seal of the Company is required to be affixed, then any two directors or any one director and the secretary, of the Company) be authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his or her or their opinion necessary or desirable in connection with the issue of the Shares, the share certificates or any matters in relation thereto;

3. **THAT** the Disposal Agreement (as defined in the Circular) (a copy of which has been produced to this meeting marked “C” and initialled by the chairman of this meeting for the identification purposes) entered into between the Company and Orientelite Investments Limited, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects, and any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the agreements or any matters relation thereto;

4. **THAT** the New Processing Agreement (as defined in the Circular) (a copy of which has been produced to this meeting marked “D” and initialled by the chairman of this meeting for identification purposes) be and is hereby approved, confirmed and ratified in all respects and the Annual Caps (as defined and set out in the Circular) thereunder be and are hereby approved;

5. **THAT:**

- (a) the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the unissued Shares at the annual general meeting of the Company held on 23 May 2007, to the extent not yet exercised prior to the date of passing of this resolution, be and is hereby revoked (without prejudice to any valid exercise of such mandate prior to the date of passing of this resolution);

- (b) subject to paragraph (c) of this resolution, the directors of the Company be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options (including warrants, bonds and debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of any of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of the shares of the Company allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraph (b) of this resolution, other than pursuant to (i) a Rights Issue (as defined below); (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of Shares or rights to acquire Shares; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles; (iv) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; or (v) a specific authority granted by the shareholders of the Company in general meeting, including the issue of the 176,000,000 Shares (together the “**Aggregate Consideration Shares**”) upon the completion of the BAPP Acquisition Agreement and the CEC Acquisition Agreement pursuant to the approvals in resolutions nos. 1(b) and 2(b) as set out in the notice convening the EGM if such resolutions are passed, shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the approval granted in paragraph (b) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution:
- (A) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; and

(B) “**Rights Issue**” means an offer of Shares open for a period fixed by the directors of the Company to holders of Shares on the register of members of the Company on a fixed record date in proportion to their ten holdings of such Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong);

6. **THAT:**

- (a) the general mandate granted to the directors of the Company to exercise the powers of the Company to purchase its own Shares at the annual general meeting of the Company held on 23 May 2007, to the extent not yet exercised prior to the date of passing of this resolution, be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the date of passing this resolution);
- (b) subject to paragraph (c) of this resolution, the directors of the Company be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its own Shares;
- (c) the aggregate nominal amount of the Shares which the Company is authorised to purchase pursuant to the approval in paragraph (b) of this resolution shall not in total exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the approval granted in paragraph (b) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; and

7. **THAT** conditional upon the passing of the resolutions nos. 5 and 6 as set out in the notice convening this EGM, the aggregate nominal amount of the share capital of the Company which is purchased by the Company pursuant to and in accordance with the resolution no. 6 as set out in the notice convening this EGM shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to and in accordance with the resolution no. 5 as set out in the notice convening this EGM.

By Order of the Board

Peter Lo
Chairman

Hong Kong, 29 June 2007

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the Articles of the Company. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for use at the EGM is enclosed. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person at the EGM or any adjourned meeting if he so desires. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (3) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified true copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjourned meeting thereof) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting (or any adjourned meeting thereof) should they so wish.
- (4) In the case of joint holders, the vote of the senior who tenders the vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such shares.