



# CHINA HAIDIAN HOLDINGS LIMITED

## 中國海澱集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 256)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Haidian Holdings Limited (the “**Company**”) will be held at Tang Room I, 3rd Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Tuesday, 30 September 2008 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase agreement (the “**Agreement**”) dated 20 August 2008 entered into between the Company, Full Day Limited (the “**Vendor**”) and Mr. Hon Kwok Lung, a copy of which is tabled at the meeting and marked A and initialed by the chairman of the meeting for identification purposes, pursuant to which the Company will acquire from the Vendor the entire issued share capital of Jia Cheng Investment Limited for a total consideration of HK\$525,000,000 (the “**Acquisition**”), be and is hereby approved, confirmed and ratified; and
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares (as defined in the circular of the Company dated 12 September 2008), the issue of the Consideration Shares to the Vendor or its nominee to satisfy the consideration for the Acquisition be and is hereby confirmed and approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for completion of the Agreement.”

2. “**THAT** subject and pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers, the Whitewash Waiver (as defined and more particularly described in the circular of the Company dated 12 September 2008) be and is hereby approved and confirmed.”

By Order of the Board  
**China Haidian Holdings Limited**  
**Hon Kwok Lung**  
*Chairman*

Hong Kong, 12 September 2008

*Registered office:*  
P.O. Box 309  
Ugland House  
South Church Street  
Grand Cayman  
Cayman Islands

*Principal place of business:*  
Unit 1902-04  
Level 19  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In order 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 notarially certified copy thereof must be deposited at the Company's share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting as the case may be).
3. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share of the Company stands shall for this purpose be deemed joint holders thereof.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Hon Kwok Lung, Mr. Wang Shaolan, Mr. Shang Jianguang, Mr. Shi Tao and Mr. Lam Toi Man as the executive directors, Ms. Sit Lai Hei as the non-executive director, and Mr. Fung Tze Wa, Mr. Kwong Chun Wai, Michael and Mr. Li Qiang as the independent non-executive directors.*