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鈞 濠 集 團 有 限 公 司 \*

**GRAND FIELD GROUP HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 115)**

## **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**Special General Meeting**”) of Grand Field Group Holdings Limited (“**Company**”) will be held at Crystal Room 2, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong at 3:00 p.m. on Saturday, 24 January 2009 to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. To revoke the resolution(s) purportedly passed by the then board of directors of the Company to appoint Wen Li, Wang Zi-Han, Ho Suk Yin, Nancy, Chen Yu and Ho Wah Sang as directors of the Company with effect from 1 December 2008 on the ground that the passing of such resolution was an improper exercise of the powers of the directors of the Company not in the interests of the shareholders as a whole.
2. To increase the maximum number of the board of directors of the Company to 25.
3. To appoint Li Jun (李軍) as a non-executive director of the Company.
4. To appoint Wu Shangjie (吳上杰) as a non-executive director of the Company.
5. To appoint Liu Chaodong (劉朝東) as a non-executive director of the Company.

\* *For identification purpose only*

6. To appoint Wang Jirong (王繼榮) as an independent non-executive director of the Company.

By order of the board of directors of  
**Grand Field Group Holdings Limited**  
**Lim Francis**  
*Director*

Hong Kong, 5 January 2009

*Notes:*

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation, either under its seal or under the hand of any officer, or attorney authorised to sign the same.
2. A member who is the holder of two or more shares of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and vote in his or her stead (subject to the provisions of the bye-laws of the Company). A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy should be completed and signed in accordance with the instructions printed thereon and be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Special General Meeting convened by the above notice or at any adjourned meeting thereof or upon the poll concerned (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date hereof, the Board comprises nine<sup>#</sup> executive directors, namely Chu King Fai, Au Kwok Chuen, Vincent, Chen Yu<sup>#</sup>, Ho Suk Yin, Nancy<sup>#</sup>, Lim Francis, Ma Xuemian, Wang Zi-Han<sup>#</sup>, Wen Li<sup>#</sup>, Zhao Yang; four<sup>#</sup> non-executive directors, namely Chen Mudong, Ho Wah Sang<sup>#</sup>, Ng Ka Chong and Zhao Juqun; and six independent non-executive directors, namely Chan Kit Yee Katherine, David Chi-ping Chow, Mok King Tong, Wong Ching Wan, Dr. Wong Yun Kuen and Yang Biao.*

*#: The validity of the purported appointment of Wen Li, Wang Zi-Han, Ho Suk Yin, Nancy, Chen Yu and Ho Wah Sang as directors of the Company will be considered at the Special General Meeting.*