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**LEEPOR (HOLDINGS) LIMITED**

**力豐(集團)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 387)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of Leeport (Holdings) Limited (the “**Company**”) will be held at 1st Floor, Block 1, Golden Dragon Industrial Centre, 152-160 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 28 December 2011 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions, with or without amendments, as an ordinary resolution of the Company:

(1) “**THAT**

- (a) a share purchase agreement dated 21 October 2011 (the “**Agreement**”) (a copy of which has been produced at this Meeting and marked “A” and initialled by the chairman of this Meeting for the purpose of identification) entered into between Leeport Machine Tool Company Limited (a wholly owned subsidiary of the Company) (the “**Purchaser**”), Guangdong Greatoo Molds Inc, Reiner Jung OPS GmbH & Co. KG and OPS-Ingersoll Funkenerosion GmbH, pursuant to which the Purchaser has agreed (1) to acquire the 49.996% registered capital of OPS Ingersoll Holding GmbH (formerly known as Platin 752. GmbH) (the “**Target Company**”) at a purchase price of EUR13,124 (equivalent to approximately HK\$141,000); and (2) to contribute EUR1,500,000 (equivalent to approximately HK\$16,129,000) to the capital reserve of the Target Company which will be satisfied in cash at completion and the transactions contemplated thereunder or incidental to the Agreement including the distribution agreement dated 15 October 2011 entered into between the Purchaser and OPS-Ingersoll Funkenerosion GmbH be and are hereby approved, ratified and confirmed; and
- (b) a loan agreement to be entered into between the Purchaser or its nominee as lender and the Target Company as borrower at completion of the Agreement in relation to a loan up to the sum of EUR3,000,000 (equivalent to approximately HK\$32,258,000) (the “**Loan Agreement**”) (a copy of which has been produced at this Meeting and marked “B” and initialled by the chairman of this Meeting for the purpose of identification) to be advanced by the Purchaser or its nominee to the Target Company pursuant to the terms of the Loan Agreement and the transactions

contemplated thereunder or incidental to the Loan Agreement be and are hereby approved and confirmed; and

- (c) the directors of the Company are hereby authorised to do all such further acts and things and execute such further documents which in their opinion may be necessary or expedient to give effect to the terms of the Agreement, the Loan Agreement and the transactions contemplated thereunder (the “Transactions”).”

By Order of the Board  
**Leeport (Holdings) Limited**  
**Lee Sou Leung, Joseph**  
*Chairman*

Hong Kong, 9 December 2011

*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, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a registered shareholder of the Company.
3. In order to be valid, the form of proxy must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not later than 48 hours before the time appointed for holding the 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 meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, 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 shall be determined by the order in which the names stand in the register in respect of the joint holding.

*As at the date of this notice, the executive directors of the Company are Mr. LEE Sou Leung, Joseph, Ms. TAN Lisa Marie, Mr. CHAN Ching Huen, Stanley, Dr. LUI Sun Wing and the independent non-executive directors are Mr. PIKE, Mark Terence, Mr. NIMMO, Walter Gilbert Mearns and Professor Tai-chiu LEE.*

\* *For identification purpose only*