

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CHINA TREASURE (GREATER CHINA) INVESTMENTS LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**PROPOSED GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE NEW SHARES  
RE-ELECTION OF DIRECTORS  
CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Treasure (Greater China) Investments Limited to be held at Rooms 1910-1913, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Wednesday, 23 May 2007, at 11:00 a.m. is set out on pages 14 to 17 of this circular. Whether or not you propose to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrars of China Treasure (Greater China) Investments Limited in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:—*

“Annual General Meeting”	the annual general meeting of the Company to be held at Rooms 1910-1913, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Wednesday, 23 May 2007 at 11:00 a.m., notice of which is set out on pages 14 to 17 of this circular
“associate(s)”	has the meaning as defined in the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company for the time being
“Change of Company Name”	the proposed change of the English name of the Company to “Opes Asia Development Limited” and the adoption of “華保亞洲發展有限公司” as its new Chinese name for identification purpose
“Company”	China Treasure (Greater China) Investments Limited, a company continued into Bermuda with limited liability, with its Shares listed on the Stock Exchange
“connected person(s)”	has the meaning as defined in the Listing Rules
“controlling shareholder(s)”	has the meaning as defined in the Listing Rules
“Directors”	the directors of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	26 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau and Taiwan

## DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	the general and unconditional mandate to be granted to the Directors to allot, issue and deal with new Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing the resolution granting such mandate
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning as defined in the Listing Rules
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



**China Treasure**  
**(Greater China) Investments Limited**

**華寶(大中華)投資有限公司\***

*(Continued into Bermuda with limited liability)*

**(Stock Code: 810)**

*Executive Directors:*

Mr. Li Ji Ning  
Mr. Lau Shun Chi, Benjamin  
Mr. Chu Wai Lim

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Independent Non-executive Directors:*

Ms. Yin Ling  
Mr. Shiu Kwok Keung  
Mr. Chen Man Lung

*Principal Place of Business:*

Unit 1809, 18th Floor  
Tower 2, Lippo Centre  
89 Queensway  
Hong Kong

Hong Kong, 30 April 2007

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE NEW SHARES  
RE-ELECTION OF DIRECTORS  
CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 29 May 2006, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting to be held on 23 May 2007. It is therefore proposed to seek your approval of an ordinary resolution set out in item 4 of the notice of Annual General Meeting to be proposed at the forthcoming Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares subject to a limit of 10% of the issued share capital of the Company as at the date of passing such resolution. An explanatory statement as required under the Listing Rules providing the requisite information of the proposed Repurchase Mandate is set out in Appendix I to this circular.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to allot, issue and deal with new Shares at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the Share Issue Mandate, an ordinary resolution will also be proposed at the Annual General Meeting to approve the extension of the Share Issue Mandate by adding to the Share Issue Mandate the number of Shares that is repurchased under the Repurchase Mandate.

### 3. RE-ELECTION OF DIRECTORS

Pursuant to the Bye-laws, Mr. Li Ji Ning, Mr. Chu Wai Lim, Mr. Lau Shun Chi, Benjamin and Mr. Chen Man Lung shall retire from office and, being eligible, offer themselves for re-election at the Annual General Meeting.

The biographical details and interests in the Shares of the aforesaid Directors who will offer themselves for re-election at the Annual General Meeting are provided in Appendix II to this circular.

### 4. PROPOSED CHANGE OF COMPANY NAME

As announced by the Company on 25 April 2007, the Board proposes to change the English name of the Company from “China Treasure (Greater China) Investments Limited” to “Opes Asia Development Limited”. Upon the change of English name of the Company becoming effective, the Company will adopt a new Chinese name “華保亞洲發展有限公司” in place of the existing Chinese name “華寶(大中華)投資有限公司” for identification purpose only.

The Board considers that the existing name of the Company may give people an impression that the Company mainly focuses on its investment in the People’s Republic of China but the proposed new name will better reflect the position of the Company’s investments in other parts of the world and provide a better identification of the Company’s investment plans and strategies for its future operation. The Board believes that the proposed change of name of the Company is in the best interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

### Conditions

The Change of Company Name is subject to:

1. the passing of a special resolution by the Shareholders at the Annual General Meeting to approve the Change of Company Name; and
2. the approval by the Registrar of Companies in Bermuda.

The effective date of the Change of Company Name will be the date on which the new name of the Company is entered by the Registrar of Companies in Bermuda on the register of companies in place of its existing name. The Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

### Effects of Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, any issue of share certificates will be under the new name of the Company. Further announcement will be made by the Company to inform the Shareholders the effective date of the Change of Company Name.

## 5. ANNUAL GENERAL MEETING

The notice of Annual General Meeting, which contains, inter alia, the resolutions to approve the Repurchase Mandate, Share Issue Mandate, the extension of the Share Issue Mandate, re-election of Directors and Change of Company Name is set out in this circular.

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you are able to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time fixed for holding the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

Pursuant to Bye-law 70 of the Bye-laws, a poll can be demanded in respect of a resolution put to vote at any general meeting. The procedure for demanding a poll at the Annual General Meeting is set out in Appendix III to this circular.

<b>LETTER FROM THE BOARD</b>
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**6. RECOMMENDATION**

The Directors consider that the grant of the Repurchase Mandate, Share Issue Mandate, the extension of the Share Issue Mandate, the re-election of the Directors and the Change of Company Name are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

**7. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
For and on behalf of the Board of  
**China Treasure (Greater China) Investments Limited**  
**Chu Wai Lim**  
*Executive Director*

This explanatory statement contains the information required to be set out in this circular pursuant to Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 123,600,000 shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 12,360,000 Shares, representing 10% of the issued share capital of the Company.

## **2. REASON FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on the market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules and the Companies Act 1981 of Bermuda (as amended) (the "Companies Act"). The Company is empowered by its Bye-laws to repurchase its Shares. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

On the basis of the financial position of the Company as at 31 December 2006 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of issued Shares now in issue, the Directors consider that there might be a

material adverse impact on the working capital position and gearing position of the Company in the event that the Repurchase Mandate is carried out in full during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the financial position of the Company as at 31 December 2006).

#### 4. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest traded price HK\$	Lowest traded price HK\$
<b>2006</b>		
April	0.280	0.225
May	0.390	0.250
June	0.480	0.260
July	0.550	0.420
August	0.520	0.440
September	0.500	0.450
October	0.510	0.440
November	0.490	0.460
December	0.490	0.400
<b>2007</b>		
January	0.505	0.410
February	1.850	0.480
March	7.200	1.208
April (up to the Latest Practicable Date)	2.350	1.490

*Note:* The traded prices before 15 March 2007 have been adjusted to take into account the effect of the capital reorganisation and the rights issue of the Company, details of which are set out in the circular of the Company dated 15 December 2006 and 6 March 2007 respectively

*Source:* <http://www.hkex.com.hk>

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or its subsidiaries (if any) in the event that the Repurchase Mandate is approved by the Shareholders.

No connected person has notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries (if any), or has undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

## 6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of the increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of interests in shares and short positions maintained by the Company pursuant to Section 336 of the SFO showed that the Company had been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Li Ji Ning	18,100,000	14.64%	16.27%

Apart from the above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, if approved, the number of Shares held by the public would not fall below 25%.

## 7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Stated below are the details of the Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Bye-laws.

**RETIRING DIRECTORS, BEING ELIGIBLE, OFFER THEMSELVES FOR RE-ELECTION**

1. **Mr. Li Ji Ning**, aged 50, Executive Director. Mr. Li joined the Company as an Executive Director in June 2005. He is also the Chairman of the Company. Mr. Li is the legal representative and the Chairman of United Eagle Airlines Co., Ltd., a Chinese enterprise principally engaged in provision of airline services in the PRC.

In accordance with the meaning of Part XV of the SFO, Mr. Li is the legal and beneficial holder of 18,100,000 Shares. Save as disclosed above, Mr. Li has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. The Company has entered into a service contract with Mr. Li for a term of 2 years ended on 30 June 2007, subject to the Bye-laws. The emolument specified in the service contract is HK\$60,000 per month, which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition. Mr. Li did not hold any directorship in any other listed company in Hong Kong and other places in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to rule 13.51(2) of the Listing Rules, and there is no other matters need to be brought to the attention of the Shareholders.

2. **Mr. Chu Wai Lim**, aged 29, Executive Director. Mr. Chu joined the Company as an Executive Director in January 2005. He was the Chief Financial Officer and Company Secretary of ViaGOLD Capital Limited, a listed company in Australia, in 2004. Prior to that, Mr. Chu had been working in Culturecom Holdings Limited, a company whose shares are listed on the Stock Exchange, as an Executive Assistant responsible for the group's administration, accounting, finance and information technology related management activities for 3 years. Mr. Chu holds a Bachelor of Arts degree in economics from San Francisco State University.

Mr. Chu has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chu had no interests in any Shares. The Company has entered into a service contract with Mr. Chu for a term of 2 years ended on 30 June 2007, subject to the Bye-laws. The emolument specified in the service contract is HK\$14,300 per month, which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition. Mr. Chu did not hold any directorship in any other listed company in Hong Kong and other places in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to rule 13.51(2) of the Listing Rules, and there is no other matters need to be brought to the attention of the Shareholders.

3. **Mr. Lau Shun Chi, Benjamin**, aged 48, Executive Director. Mr. Lau joined the Company as a Chief Executive Officer since 1 October 2006 and became an Executive Director in November 2006. Mr. Lau has been a Senior Advisor to Culturecom Holdings Limited since 2002, a company whose shares are listed on the Stock Exchange. Mr. Lau has extensive experience in investment and publication industries. Mr. Lau was the Executive Vice President of Jing Tai Securities & Investment Limited from 2001 to 2002 and was the Vice Chairman of Televerse Publishing Limited from 1999 to 2001. Prior to that, Mr. Lau was the Senior Vice President of East View Associates from 1994 to 1998. Mr. Lau was also a director of Tin Tin Publication Development Limited from June 2000 to August 2002, a company incorporated in Hong Kong and carried on the business of publication in Hong Kong. This company is in the course of compulsory winding up commenced in May 2002. A bankruptcy order had been made against Mr. Lau by the High Court of Hong Kong but was fully discharged on 24 April 2006.

Mr. Lau has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lau had no interests in any Shares. The Company has entered into a service contract with Mr. Lau for a term of 2 years ended on 7 November 2008, subject to the Bye-laws. The emolument specified in the service contract is HK\$60,000 per month, which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition. Mr. Lau did not hold any directorship in any other listed company in Hong Kong and other places in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to rule 13.51(2) of the Listing Rules, and there is no other matters need to be brought to the attention of the Shareholders.

4. **Mr. Chen Man Lung**, aged 41, Independent Non-executive Director. Mr. Chen joined the Company as an Independent Non-executive Director in September 2006. Mr. Chen is the Vice President of Culturecom Holdings Limited, a company whose shares are listed on the Stock Exchange and Deputy CEO of ViaGOLD Capital Limited, a listed company in Australia. He is also a Director of the Hong Kong Comics & Animation Federation Limited and a member of the Inbound Committee of the Travel Industry Council of Hong Kong. Mr. Chen was a Non-executive Director of Mobile Telecom Network (Holdings) Limited, a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange, from March 2002 to November 2004. Mr. Chen obtained his Bachelor of Arts degree in sociology from the Hong Kong Baptist College and Master of Arts degree in Chinese studies from the University of Science and Technology respectively. Mr. Chen has worked as an economist in a consultant firm and a bank and has extensive experience in investment industry.

Mr. Chen has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chen had no interests in any Shares. His term of service with the Company is one year and he is subject to retirement by rotation and re-election in accordance with the provision of the Bye-laws. Mr. Chen is entitled to a monthly emolument of HK\$10,000 which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition. Save as disclosed herein, Mr. Chen did not hold any directorship in any other listed company in Hong Kong and other places in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to rule 13.51(2) of the Listing Rules, and there is no other matters need to be brought to the attention of the Shareholders.

Stated below are the procedures by which the Shareholders may demand a poll at the Annual General Meeting.

According to the Bye-laws, at any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) required under the Listing Rules or is demanded:

- (a) by the Chairman of the meeting; or
- (b) by at least three Shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by duly authorised corporate representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, by the Chairman of the meeting or any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent (5%) or more of the total voting rights at such meeting.

## NOTICE OF ANNUAL GENERAL MEETING



### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Annual General Meeting”) of China Treasure (Greater China) Investments Limited (the “Company”) will be held at Rooms 1910-1913, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Wednesday, 23 May 2007 at 11:00 a.m. for the following purposes:

1. To receive and to consider the audited financial statements, the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 December 2006.
2. To re-elect the retiring Directors and to authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint Auditors and to authorise the Directors to fix the remuneration of the Auditors.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

**“THAT:-**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
  - (c) for the purposes 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:–

### ORDINARY RESOLUTION

#### “THAT:–

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant

## NOTICE OF ANNUAL GENERAL MEETING

to the bye-laws of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in the general meeting of the company.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:–

### ORDINARY RESOLUTION

“**THAT** subject to the passing of Ordinary Resolutions set out in items 4 and 5 in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Ordinary Resolution set out in item 5 in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution set out in item 4 in the notice convening this meeting, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:-

### SPECIAL RESOLUTION

“**THAT** subject to the approval by the Registrar of Companies in Bermuda, the name of the Company be and is hereby changed to “Opes Asia Development Limited” and a new Chinese name “華保亞洲發展有限公司” be adopted to replace the existing Chinese name of “華寶(大中華)投資有限公司” for identification purpose only with effect from the date of entry of the new name on the register of companies maintained by the Registrar of Companies in Bermuda and the Directors be and are hereby authorised generally to do all such acts and things and execute all such documents they consider necessary or expedient to effect the change of name and the adoption of the new Chinese name for identification purpose only”

By Order of the Board  
**China Treasure (Greater China) Investments Limited**  
**Chu Wai Lim**  
*Executive Director*

Dated the 30th day of April 2007.

#### *Notes:*

1. Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more separate proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy in the prescribed form 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 branch share registrars of the Company in Hong Kong, Tengis 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 Annual General Meeting or any adjournment thereof.
3. With regard to item 2 in this notice, the board of Directors proposes that Mr. Li Ji Ning, Mr. Chu Wai Lim, Mr. Lau Shun Chi, Benjamin and Mr. Chen Man Lung, the retiring Directors, be re-elected as Directors. Details of the Directors who are subject to re-election are set out in Appendix II to the circular to shareholders dated 30 April 2007.