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## **CHINA CHENGTONG DEVELOPMENT GROUP LIMITED**

**中國誠通發展集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 217)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of China Chengtong Development Group Limited (“**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Tuesday, 18 October 2011 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an Ordinary Resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the sale and purchase agreement dated 27 July 2011 and entered into between China Chengtong Hong Kong Company Limited (“**CCHK**”) as vendor, the Company as purchaser, and China Chengtong Holdings Group Limited (“**CCHG**”) as vendor’s warrantor, as supplemented by the supplemental agreement dated 29 August 2011 and entered into between the Company, CCHK and CCHG (“**Acquisition Agreement**”) in relation to the acquisition by the Company of the entire issued share capital of a company incorporated in the British Virgin Islands pursuant to the Acquisition Agreement (copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereby be and are hereby approved;

- (b) the issue of the Consideration Shares (as defined in the circular of the Company dated 30 September 2011 (“**Circular**”) (a copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification)) as set out in the Circular on and subject to the terms of the Acquisition Agreement, be and is hereby approved;
- (c) the directors of the Company (“**Directors**”) be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Acquisition Agreement; and
- (d) the Directors be and are hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Acquisition Agreement and to agree to any amendment to any of the terms of the Acquisition Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.”

By order of the board of Directors  
**China Chengtong Development Group Limited**  
**Wang Hongxin**  
*Managing Director*

Hong Kong, 30 September 2011

Registered office:  
Suite 6406, 64th Floor  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is appointed. A proxy need not be a member of the Company. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
2. To be valid, the form of proxy together with any 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 must be deposited with the Company's share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the Meeting or any adjournment thereof should they so wish.
4. Delivery of a form of proxy should not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
5. Voting by poll

The above resolution will be voted by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

*As at the date of this notice, the executive Directors are Mr. Zhang Guotong, Mr. Yuan Shaoli, Mr. Wang Hongxin and Mr. Wang Tianlin; and the independent non-executive Directors are Mr. Kwong Che Keung, Gordon, Mr. Tsui Yiu Wa, Alec and Mr. Ba Shusong.*