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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 Units 1902–04, Level 19, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Monday, 31 March 2014 at 11:00 a.m. (and any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) the agreement (the “**Share Buy-back Agreement**”) dated 13 February 2014 entered into among the Company, Severin Participations GmbH (“**SPG**”) and Mr. Richard E. Tomlin Jr as the trustee of Severin Wunderman Family Trust for the benefit of Michael Wunderman (together with SPG, the “**Vendors**”), a copy of which is tabled at the meeting and marked A and initialled by the Chairman of the meeting for identification purposes, pursuant to which the Company conditionally agreed to purchase, and the Vendors conditionally agreed to sell, an aggregate of 340,300,000 ordinary shares of HK\$0.1 each in the share capital of the Company on terms contained therein and the transactions contemplated under the Share Buy-back Agreement, be and are hereby approved; and

- (b) 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 Share Buy-back Agreement.”

By order of the board of
China Haidian Holdings Limited
Bi Bo
Executive Director

Hong Kong, 6 March 2014

Registered office:

P.O. Box 309
Ugland House
South Church Street
Grand Cayman
Cayman Islands

Principal place of business:

Units 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 certified copy of such power of authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the Board of the Company comprises Mr. Hon Kwok Lung, Mr. Shang Jianguang, Mr. Shi Tao, Mr. Lam Toi Man, Mr. Bi Bo and Ms. Sit Lai Hei, who are the Executive Directors, and Mr. Fung Tze Wa, Dr. Kwong Chun Wai Michael and Mr. Li Qiang, who are the Independent Non-Executive Directors.