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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 THE 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 Tuesday, 21 April 2009 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as Special Resolutions of the Company:

#### **SPECIAL RESOLUTIONS**

(1) “**THAT** the Memorandum and Articles of Association of the Company be amended in the following manner:

(a) By deleting the words “or Corporation” in the definition of “Secretary” in Article 2.

(b) By inserting the following new interpretations in Article 2:

““Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;

“recognised clearing house” shall mean a recognised clearing house as referred to in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares in the Company are listed or quoted on a stock exchange in such jurisdiction;”

(c) By deleting the definition of “the Company’s website” in Article 2 in its entirety and substituting thereof the following:

““the Company’s website” shall mean the website of the Company, the address or domain name of which has been notified to shareholders;”

- (d) By deleting the definition of “writing” or “printing” in Article 2 in its entirety and substituting thereof the following:

““writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory forms, and where used in connection with a notice or other document served by the Company, shall include where the representation takes the form of electronic display or a record maintained in an electronic medium which is accessible in visible form so as to be usable for subsequent reference;”

- (e) By deleting the existing Article 28 in its entirety and substituting thereof the following:

“28. Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hong Kong Government Gazette and once at least in a leading English language daily newspaper circulating in Hong Kong or, subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all applicable rules and regulations, in the manner in which notices may be sent to members by the Company as herein provided.”

- (f) By inserting the following sentence immediately before the last sentence of Article 85 (a):

“Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”

- (g) By deleting Article 96 (B) in its entirety and substituting therefore with the following new Article 96 (B):

“(B) If a recognised clearing house or its nominee(s) is a member of the Company, it may authorise or appoint such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting, provided that, if more than one person is so authorised and appointed, the authorisation or the instrument appointing a proxy must specify the number and class of shares in respect of which each such person is so authorised or appointed. The person so authorised or appointed shall be deemed to have been duly authorised or appointed without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that such person is duly authorised and shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) as that recognised clearing house or its nominee(s) could exercise as if it were an individual member, including the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.”

- (h) By deleting the existing Article 99 in its entirety and substituting thereof the following:

“99. The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

(i) By deleting the existing Article 116 in its entirety and substituting thereof the following:

“116. At each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than one-third, shall retire from office, provided that every Director shall be subject to retirement by rotation at least once every three years or within such other period as The Stock Exchange of Hong Kong Limited may from time to time prescribe. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”

(j) By deleting the existing Article 161(b) and (c) in its entirety and substituting thereof the following:

“(b) Every balance sheet of the Company shall be approved by the Board and signed on behalf of the Board by two of the Directors, and a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company in general meeting together with a copy of the Directors’ report and a copy of the Auditors’ report, shall not less than twenty-one days before the date of the meeting, be sent in the manner as permitted by the Law, the rules and requirements of any stock exchange applicable to the Company and these Articles, to every member of, and every holder of debentures of, the Company and every person registered under Article 46 and every other person entitled to receive notices of general meetings of the Company, provided that this Article shall not affect the operation of paragraph (c) of this Article, or require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. The auditor’s report shall be read before the Company in general meeting and shall be open to inspection by any member during the general meeting.

(c) Subject to due compliance with the Law and the rules and requirements of any stock exchange applicable to the Company, and to obtaining all necessary consents, if any, required thereunder and such consents being in full force and effect, the requirements of Article 161(b) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Law copies of the summary financial statement derived from the Company’s annual financial statements and the Directors’ report and the Auditors’ report thereon, which shall be in the form and containing the information required by applicable laws and regulation, provided that any person who is otherwise entitled to the annual financial statements of the Company and the Directors’ report and the Auditors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company send to him, in addition to a summary financial statement, a complete printed copy of the Company’s annual financial statement and the Directors’ report and the Auditors’ report thereon.”

(k) By deleting the existing Article 165 in its entirety and substituting thereof the following:

- “165. (a) Subject to due compliance with the Law and the rules and requirements of any stock exchange applicable to the Company, any notice or document may be served by the Company on any member either (i) personally; or (ii) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register; or (iii) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Hong Kong Government Gazette for the purposes of S71A of the Companies Ordinance (Cap 32 Laws of Hong Kong); or (iv) by any of the electronic means as provided in Article 165(b). In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.
- (b) Subject to due compliance with the Law and the rules and requirements of any stock exchange applicable to the Company, any notice or document (including, without limitation, any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities, whether pursuant to the Law, the rules and requirements of any stock exchange applicable to the Company, or these Articles) may be served by the Company on any shareholder or holder of other securities of the Company by electronic means:
- (i) at his electronic address or website as appearing in the register (if any);  
or
  - (ii) at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or
  - (iii) by placing it on the Company’s website, provided that where the relevant documents are the Company’s Directors’ report, annual financial statements, Auditors’ report and, where Article 161(c) applies, a summary financial statement, any service of such document by placing on the Company’s website shall also be accompanied by a notice of the publication (“**Notification**”) of such documents on the Company’s website given to the relevant recipient of the notice concerned in the manner as permitted by the Law, the rules and requirements of any stock exchange applicable to the Company and these Articles.

(c) Subject to due compliance with the Law and the rules and requirements of any stock exchange applicable to the Company, any notice or other document may be given by the Company in the English language only, in the Chinese language only or in both. Where a person, in accordance with the Law and the rules and requirements of any stock exchange applicable to the Company, has consented or is deemed to have consented to receive notices and other documents from the Company in the English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any such notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have been given by such person to the Company in accordance with Law and the rules and requirements of any stock exchange applicable to the Company which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.”

(l) By deleting the existing Article 167(d) in its entirety and substituting thereof the following:

“(d) Any notice or document placed on the Company’s website is deemed given by the Company to the recipient on the day the notice or document is placed on the Company’s website, provided that in the case of any notice or document issued pursuant to the rules and requirements of any stock exchange applicable to the Company, such notice or document shall be taken to be sent on (i) the date on which the Notification referred to in Article 165(b)(iii) is sent; or (ii) if later, the date on which the notice or document first appears on the Company’s website after the Notification is sent.”

(m) By deleting the existing Article 171 in its entirety and substituting thereof the following:

“171. The signature to any notice to be given by the Company may be written or printed or by electronic signature.”,

and **THAT** any director of the Company be and is hereby authorized to take all actions which in their opinion are necessary or desirable to complete the procedures for the approval and/or registration or filing of the aforementioned amendments to the Memorandum and Articles of Association.”

- (2) “**THAT** subject to the passing of resolution 1, the adoption of new memorandum and articles of association of the Company (incorporating the amendments stated in resolution 1 and all previous amendments to the existing memorandum and articles of association) in substitution of the existing memorandum and articles of association of the Company be and is hereby approved.”

By Order of the Board  
**China Haidian Holdings Limited**  
**Hon Kwok Lung**  
*Chairman*

Hong Kong, 23 March 2009

*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 notarially certified copy thereof must be deposited at the Company's share registrar, Tricor Secretaries 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 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.
4. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share of the Company stands shall for this purpose be deemed joint holders thereof.

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