



鈞豪集團有限公司\*

**GRAND FIELD GROUP HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 115)**

## **NOTICE OF SPECIAL GENERAL MEETING**

Notice is hereby given that, pursuant to section 74(3) of the Companies Act 1981 of Bermuda, as amended and bye-law 65 of the bye-laws of the Grand Field Group Holdings Limited (“**Company**”), a special general meeting (“**SGM**”) of the Company will be held at Crystal Room 2, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon on Tuesday, 2 December 2008 at 2:00 p.m. for the purpose of considering and if thought fit, passing the following resolutions as ordinary resolutions. The SGM is convened by Rhenfield Development Corp., which has deposited a requisition notice dated 25 September 2008 (“**Requisition Notice**”) with the Company pursuant to bye-law 65 of the bye-laws of the Company. Rhenfield Development Corp. is a member of the Company holding as at the date of deposit of the Requisition Notice not less than one-tenth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company:

### **ORDINARY RESOLUTIONS**

- “1. **THAT** the general mandate and the extension thereof given to the board of directors of the Company pursuant to resolutions numbered 4(A), 4(B) and 4(C) as set out in the announcement of the Company dated 18 June 2008 be and is hereby revoked.”
- “2. **THAT** the proposed acquisition of the Yangzhou Projects as set out in the announcement of the Company dated 23 June 2008 be and is hereby disapproved.”
- “3. **THAT** the following persons be and are hereby appointed (with each appointment to be considered as a separate ordinary resolution) as directors of the Company (“**Directors**”):
  - (i) Mr. Zhao Yang (趙陽) as an executive Director;
  - (ii) Mr. Huang Dennis Chong (黃立衝) as a non-executive Director;
  - (iii) Mr. Lim Francis (林偉明) as an executive Director;

\* *For identification purpose only*

- (iv) Mr. Wong Ching Wan (王青雲) as an independent non-executive Director;
- (v) Mr. Chen Mudong (陳木東) as a non-executive Director;
- (vi) Mr. Ma Xuemian (馬學綿) as an executive Director;
- (vii) Mr. Ng Ka Chong (吳家創) as a non-executive Director;
- (viii) Ms. Chan Kit Yee Katherine (陳潔儀) as an independent non-executive Director;  
and
- (ix) Mr. David Chi-ping Chow (周啟平) as an independent non-executive Director.”

By order of the board of directors of  
**RHENFIELD DEVELOPMENT CORP.**  
**Tsang Wai Lun, Waylan**  
*Director*

Pursuant to section 74 of the Companies Act 1981 of Bermuda,  
as amended.

Hong Kong, 14 November 2008

*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, or attorney authorised to sign the same.
2. A member who is the holder of two or more Shares entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and vote in his or her stead (subject to the provisions of the bye-laws of the Company). A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

3. In order to be valid, the form of proxy should be completed and signed in accordance with the instructions printed thereon and be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM 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 convened by the above notice or at any adjourned meeting thereof or upon the poll concerned (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date hereof, the board of Directors comprises two executive Directors, namely Mr. Chu King Fai and Mr. Au Kwok Chuen, Vincent; one non-executive Director, namely Mr. Zhao Juqun; and three independent non-executive Directors, namely Dr. Wong Yun Kuen, Mr. Yang Biao and Mr. Mok King Tong.*