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## IMPORTANT

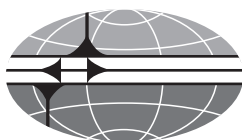
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Shenzhen Expressway Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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**深圳高速公路股份有限公司**

**SHENZHEN EXPRESSWAY COMPANY LIMITED**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00548)**

**PROPOSED FORMULATION OF MANAGEMENT RULES FOR SELECTION OF  
ACCOUNTANTS' FIRM FOR AUDITING FINANCIAL STATEMENTS  
AND  
NOTICE OF THE SECOND  
EXTRAORDINARY GENERAL MEETING 2010**

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A notice convening the Second Extraordinary General Meeting 2010 ("EGM") of Shenzhen Expressway Company Limited ("Company") to be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People's Republic of China on 15 March 2010 (Monday) at 3:00 p.m. is set out on pages 13 to 14 of this circular. A proxy form is enclosed. Whether or not you intend to attend the said meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the registrar of H shares of the Company, Hong Kong Registrars Limited, at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H shares) or to the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People's Republic of China (for the holders of domestic shares) as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

28 January 2010

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## DEFINITIONS

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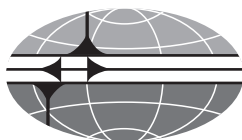
*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Shenzhen Expressway Company Limited, a joint stock limited company incorporated in the People’s Republic of China with limited liability;
“Director(s)”	the director(s) of the Company;
“Domestic Shares”	domestic shares of nominal value of RMB1.00 each in the capital of the Company;
“EGM”	the Extraordinary General Meeting of the Company to be convened at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, PRC on Monday, 15 March 2009 at 3:00 p.m.;
“H Shares”	overseas listed foreign shares of nominal value of RMB1.00 each in the capital of the Company;
“Rules for Selection of Accountants”	Management Rule for Selection of Accountants’ Firm for Auditing Financial Statements;
“Shares”	Domestic Shares and H Shares; and
“Shareholders”	holders of Domestic Shares and/or H Shares;

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## LETTER FROM THE BOARD

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### 深圳高速公路股份有限公司

## SHENZHEN EXPRESSWAY COMPANY LIMITED

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00548)**

*Directors:*

Mr. Yang Hai (*Chairman*)  
Mr. Wu Ya De  
Mr. Li Jing Qi  
Mr. Zhao Jun Rong  
Mr. Tse Yat Hong  
Mr. Lin Xiang Ke  
Ms. Zhang Yang  
Mr. Chiu Chi Cheong, Clifton

*Legal Address:*

Podium Levels 2-4,  
Jiangsu Building,  
Yitian Road,  
Futian District,  
Shenzhen, PRC

*Independent non-executive Directors:*

Mr. Lam Wai Hon, Ambrose  
Mr. Ting Fook Cheung, Fred  
Mr. Wang Hai Tao  
Mr. Zhang Li Min

*Place of business in Hong Kong:*

Suites 2201-2203, 22/F.  
Jardine House  
1 Connaught Place  
Central, Hong Kong

28 January 2010

*To Shareholders of the Company*

Dear Sirs or Madams,

**PROPOSED FORMULATION OF MANAGEMENT RULES FOR SELECTION OF  
ACCOUNTANTS' FIRM FOR AUDITING FINANCIAL STATEMENTS  
AND  
NOTICE OF THE SECOND  
EXTRAORDINARY GENERAL MEETING 2010**

**PROPOSED FORMULATION OF RULES FOR SELECTION OF ACCOUNTANTS**

In order to regulate the management of selection of accountants' firm (including new appointment, re-appointment and change in appointment) for auditing financial statements and relevant disclosures, to ensure the company will appoint a competent auditor and to enhance the quality of disclosure of financial information of the company, the company will formulate Rules for Selection of Accountants pursuant to the relevant laws and regulations and Articles of Association. The Company proposes to consider and approve, if thought fit, inter alia, the formulation of the Rules for Selection of Accountants by way of ordinary resolution at the EGM.

Full text of the Rules for Selection of Accountants is set out in the Appendix.

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## LETTER FROM THE BOARD

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### EGM

The Company shall convene the EGM at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People's Republic of China on Monday, 15 March 2010 at 3:00 p.m., the notice of which is set out on pages 13 to 14 of this circular. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting at the EGM will be taken by poll. A proxy form for use at the EGM is enclosed in this circular. Whether or not you intend to attend the said meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the registrar of H shares of the Company, Hong Kong Registrars Limited, at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) or to the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the People's Republic of China (for the holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

### RECOMMENDATIONS

The Company considers that formulating the Rules for Selection of Accountants is in the interests of the Company and the Shareholders as a whole, and therefore recommends all the Shareholders of the Company to vote in favour of the relevant resolution at the EGM.

By order of the Board

**Yang Hai**

*Chairman*

*This circular is originally prepared in Chinese. In case of any inconsistency, the Chinese version shall prevail.*

**MANAGEMENT RULES FOR SELECTION  
OF ACCOUNTANTS' FIRM FOR  
AUDITING FINANCIAL STATEMENTS OF  
SHENZHEN EXPRESSWAY COMPANY LIMITED**

**1. OBJECTIVES**

The Rules were established in accordance with the relevant requirements under the relevant laws and regulations and the Articles of Association to regulate the management for the selection and appointment (including new appointment, re-appointment and change of appointment) of accountants' firm (the "Auditor") for the auditing financial statements of Shenzhen Expressway Company Limited (the "Company") and the disclosure of relevant information, ensure the appointment of qualified auditor by the Company, and enhance the quality of financial information disclosure of the Company.

**2. DEFINITIONS**

The Auditor referred to in the Rules refers to the statutory auditor who performs the audit of the A share financial statements prepared in accordance with the China Accounting Standards, and the international auditor who performs the audit of the H share financial statements prepared in accordance with the Hong Kong Financial Reporting Standards respectively, upon acceptance of engagement by the Company.

**3. SCOPE OF APPLICATION**

The Rules is applicable to the Company, and the subsidiaries and special purpose entities included in the consolidated statements of the Company. Representatives of the Company may recommend the adoption of the Rules by enterprises for which they work.

**4. DUTIES**

4.1 The finance department shall assist the Audit Committee for the selection and appointment of the Auditor, the assessment of audit quality and the day-to-day management of audit work. It shall be responsible for the formulation of systems related to the work of the Auditor, arrangement for the signing of audit engagement letter, co-operation with the Auditor to complete the audit as agreed, collection and organization of the relevant information on the assessment of the work quality of the Auditor, draft the report on the engagement of the Auditor, maintenance of regular communication with the Auditor, review of the auditors engaged by invested enterprises, collection and organization of the relevant information on the accounting firms, and assistance in the provision of other information related to the Auditor as required by the internal and external management authorities.

- 4.2 The Secretariat for the Board shall be responsible for the external disclosure of the relevant information on the appointment of the Auditor, and the report of such information to the relevant departments.
- 4.3 The Audit Committee shall be responsible for the nomination and consideration of the selection and appointment of the Auditor, assessment of the work quality of the Auditor and the reasonableness of audit fees, and submission of recommendations thereon to the Board.
- 4.4 The Board shall be responsible for the consideration of the recommendations on the selection and appointment of the Auditor submitted by the Audit Committee, and the submission to the general meeting for decision or authorization.
- 4.5 The general meeting shall be responsible for the approval of the selection and appointment of the Auditor, or delegation of such power of approval to the Board. The Company shall not appoint any Auditor to carry out audit prior to the approval at the general meeting. The decision on appointment of the Auditor shall be filed with the securities authorities in a timely manner.
- 4.6 The selection and appointment of the auditor of each subsidiary shall be the responsibility of, and be considered and approved by its own competent authority. In principle, each subsidiary shall appoint the same auditor as the Company for audit of its business. To appoint a different auditor, the subsidiary shall submit a written explanation to the Company for approval before becoming effective.
- 4.7 The representatives shall be responsible for reporting to the Company before the enterprises for which they work select and determine their auditors, and for the relevant filing procedures thereafter.

## **5. PROCEDURES**

The procedures of the selection and appointment of the Auditor of the Company shall be divided into the 3 categories, namely, new appointment, re-appointment and change of appointment:

### **5.1 Procedure for New Appointment of Auditor**

- 5.1.1 Before the new appointment of an Auditor of the Company, the financial controller shall start the related work upon consultation of the members of the Audit Committee and relevant authorities. The finance department shall invite at least 3 accounting firms that meet the basic qualification requirements. The Annual Auditing Services Proposal submitted by the firms invited shall be the basis of selection in respect of the quality of proposed service provision of the Auditor. Upon the receipt of replies

from the firms invited, the finance department shall, in accordance with the selection criteria determined in clause 6.1, make preliminary organization and comparison of the service proposals submitted by each accounting firm, and investigate the practice quality and integrity of each accounting firm and its relevant certified public accountants through collection of practice quality information, inspection of public information or making enquiries with various securities regulatory, fiscal and audit departments and institutes of certified public accountants. The above investigation findings and information from comparisons, after being reviewed by the financial controller and the chief financial officer of the Company, shall be submitted with the Annual Auditing Services Proposal submitted by each accounting firm to the Audit Committee for consideration.

5.1.2 The Audit Committee shall convene a meeting to consider the aforesaid information. The staff of each accounting firm may be invited to make statements be interviewed at the meeting. Upon discussion at the meeting, the Audit Committee shall agree on the Auditor proposed to be selected and appointed and the audit fee in writing, and submit such written review opinion and relevant information to the Board for consideration.

5.1.3 The Board shall consider the resolution on the selection and appointment of the Auditor proposed by the Audit Committee. Upon the consideration and passing of the resolution on the selection and appointment of the Auditor, the Board shall submit such resolution to the general meeting for approval in accordance with the procedures required under the Articles of Associations and relevant rules (in case of the power of approval is delegated to the Board by the general meeting, the approval of the Board shall be final).

## **5.2 Procedure for Re-appointment of Auditor**

5.2.1 At the beginning of every year, the Company shall assess the quality of the audit for the preceding year carried out by the Auditor. The finance department shall collect written opinions of the members of the Audit Committee, independent Directors, management and relevant departments on the work quality of the Auditor in accordance with the requirements under clause 6.1, investigate the practice quality and integrity of the Auditor in companies other than the Company, and carry out preliminary negotiation with the Auditor on the auditing services proposal for the following year. Based on the above, an assessment report on the work quality of the Auditor shall be prepared by the finance department, and after being reviewed by the financial controller and the chief financial officer, shall be submitted with the Annual Auditing Services Proposals submitted by the Auditor for the following year to the Audit Committee.



5.2.3 The Audit Committee shall convene a meeting to review the aforesaid information comprehensively, evaluate the quality of the annual audit completed by the Auditor, and review its auditing services proposal and audit fee for the following year. If an affirmative opinion is reached at the meeting, such opinion shall be reduced to a written opinion on the re-appointment of the Auditor, which shall be submitted to the Board for consideration. The consideration procedure shall be consistent with the requirements under clause 5.1.3 of the Rules.

### **5.3 Procedure for Change of Appointment of Auditor**

5.3.1 The Audit Committee shall assess the work quality of the former Auditor in accordance with the requirements under clause 5.2 of the Rules. If the meeting proposes that former Auditor shall not be re-appointed and other Auditor shall be appointed, the Audit Committee shall meet the former Auditor to make reasonable evaluation on its practice quality, and give review opinion based on its sufficient judgment of the reasons for change of appointment. The Audit Committee shall also nominate the proposed Auditor to be appointed, and shall carry out comprehensive selection of the practice quality of the proposed Auditor in accordance with clause 5.1 of the Rules to form a written opinion on the selection and appointment, which shall be submitted to the Board for consideration. The consideration procedure shall be consistent with the requirements under clause 5.1.3 of the Rules.

5.3.2 In the event that the Auditor voluntarily proposes to resign, the Audit Committee shall start the related work in accordance with the requirements under clause 5.3.1 upon provision of the reason of resignation by the Auditor, and submit a written report to the Board.

5.3.3 In the event that the Audit Committee proposes to appoint another Auditor, the Company shall file the same with the Shenzhen Securities Regulatory Bureau for record ten working days prior to the issue of the notice of Board meeting by the Company. The content to be filed includes the reasons for the proposed change in Auditor, a list of proposed Auditors and the relevant information, and the written review opinion and investigation record of the Audit Committee.

5.3.4 In considering the resolution on the change of appointment of the Auditor by the Board, independent Directors shall specifically give opinion.

5.3.5 Upon the consideration and passing of the resolution on change of appointment of the Auditor by the Board, a notice on general meeting shall be issued, and the former Auditor and proposed Auditor shall be

invited to attend the meeting by written notice. The former Auditor may state its opinion at the general meeting. The Board shall facilitate the former Auditor to make statements at the general meeting.

## 6. GUIDANCE

This clause must be observed in the implementation of the Rules:

### 6.1 Management Rules for Auditor Qualification and Audit Work Quality

6.1.1 The Company shall appoint auditors with corresponding qualification and good practice quality record. Statutory Auditor must hold the relevant securities and futures business licenses issued by the China Securities Regulatory Commission and other qualifications required. International Auditor must comply with the relevant laws and regulations in Hong Kong. Any accounting firm subject to administrative sanctions by the relevant regulatory authorities for illegal practice in the last 3 years shall not be appointed by the Company as its Auditor.

6.1.2 The Company shall confirm that the Auditor and the partners and staff involved in the audit work maintain their due independence from the Company, and that there is no connected relationship and conflict of interests between them and the Company (including its Directors, Supervisors and senior management), apart from the receipt of audit fee for the audit.

6.1.3 In addition to the compliance of the basic qualification requirements under clauses 6.1.1 and 6.1.2, the selection and appointment of the Auditor by the Company shall also be subject to the comprehensive evaluation on the audit quality and integrity of the accounting firm and the relevant certified public accountants. Evaluation criteria mainly include:

6.1.3.1 Market creditability (integrity and professionalism and their impacts on the PRC market and overseas market);

6.1.3.2 Scale (number of professionals overseas and in the PRC and business scale);

6.1.3.3 Experience (experience in the highway and infrastructure industry and in share listed companies of A shares and H shares);

6.1.3.4 Team capability (Person in charge of audit and the size, quality and experience of its audit team);

- 6.1.3.5 Service quotation;
- 6.1.3.6 Cooperation with the Company in the past.
- 6.1.4 To enhance the audit efficiency and reduce communication barriers, the Company shall in principle appoint an accounting firm (including its branches) with both relevant qualifications in the PRC and Hong Kong as the statutory Auditor and international Auditor of the Company. In the event that the Company needs to appoint 2 accounting firms as the statutory Auditor and international Auditor of the Company respectively, reasons shall be given in the relevant report and resolutions.
- 6.1.5 The term of appointment of the Auditor appointed by the Company starts from the conclusion of the forthcoming annual general meeting of the Company until the conclusion of the next annual general meeting of the Company. The Auditor may be re-appointed, subject to approval, but the signing certified public accountants in charge of the audit for the Company shall not be re-appointed for more than 5 years, and shall not re-assume the office as the signing certified public accountants of the Company within 2 years after their replacement.
- 6.1.6 The Company shall assess the quality of the auditing services for the preceding year carried out by the Auditor at the beginning of every year on a timely manner, and determine the appointment arrangement of the Auditor for the following year based on the results of assessment. The principal factors considered in the assessment include:
- 6.1.6.1 Comprehensive quality (market creditability, scale, professionalism, experience, cooperation with the Company in the past and any occurrence of illegal or penalty events);
- 6.1.6.2 Quality and efficiency of the audit of annual financial report (material audit findings and opinions on material accounting events, fairness of data and sufficiency of disclosure, timeliness of audit report submission);
- 6.1.6.3 Communication and its effects in audit process (sufficiency and timeliness of communication in various stages including audit planning, audit process and audit report submission, and communication with various levels, such as the Audit Committee, the independent Directors and the management);
- 6.1.6.4 Value-added service (advice on corporate governance and internal control, related free professional training and consultation etc.);

- 6.1.6.5 Quality of audit team and its stability and independence (quality and experience of relevant persons in charge, whether they are replaced periodically, and the continuity of audit);
  - 6.1.6.6 Reasonableness of audit workload and audit fee (as compared with the growth in past years and the same industry).
- 6.1.7 Except for the major deficiencies in the practice quality of the Auditor, audit staff and time arrangements that can hardly guarantee the disclosure of annual reports by the Company as scheduled and request made by the Auditor to terminate the audit business for the Company, the Company shall not change the Auditor during the audit period for its annual report.

## **6.2 Business Contract between the Company and the Auditor and Work Management Rules**

- 6.2.1 To appoint an Auditor for audit, the Company shall sign an audit engagement letter (business contract) with the Auditor. The audit engagement letter shall include at least the following information:
- 6.2.1.1 Audit objectives;
  - 6.2.1.2 Respective responsibilities of Directors (the Company) and the Auditor for the financial statements;
  - 6.2.1.3 Period of audit and scope of audit;
  - 6.2.1.4 Audit plans and arrangements;
  - 6.2.1.5 Audit fees.
- 6.2.2 The finance department shall procure the realization of the relevant audit objectives through arrangement and coordination of audit works. Audit objectives mainly include: procure the Auditor to carry out audit in accordance with the requirements under the laws and regulations and the audit engagement letter, arrange adequate audit team, perform appropriate audit procedures, including review the financial statements and relevant internal control, evaluate the appropriateness of the accounting policies adopted by the Company, the reasonableness of accounting estimates and the appropriateness of the presentation of financial statements, express an opinion on whether the financial statements of the Company are prepared in accordance with the relevant requirements under the China Accounting Standards and the Hong Kong Financial Reporting Standards, and if they give a true and fair view of the state of affairs, results of operation and cash flows of the Company for the accounting year (period), and provide value-added services such as management proposal based on audit findings.

- 6.2.3 The Auditor appointed by the Company shall be entitled to the following rights:
- 6.2.3.1 The Auditor may inspect at any time the books, records or certificates of the Company, and to require the Directors, presidents or other senior management of the Company to provide any relevant information and explanations;
  - 6.2.3.2 The Auditor may require the Company to take all reasonable steps to obtain from its subsidiaries, joint ventures and associates such information and explanations as are necessary for it to perform its duties;
  - 6.2.3.3 The Auditor may request to meet the Audit Committee, the independent Directors and the management;
  - 6.2.3.4 The Auditor may attend shareholders' meetings, receive the notices of, or information relating to, such meetings which shareholders are entitled to receive, and to speak at any shareholders' meeting on matters that are concerned with its office as the Auditor of the Company.
- 6.2.4 The period of audit of the Auditor shall be specified in the audit engagement letter. Such period shall include the audit of the A share and H share annual financial statements of the Company, and the audit engagement letter may stipulate the review of interim and quarterly financial statements.
- 6.2.5 The scope of audit of the Auditor shall be specified in the audit engagement letter. The scope of audit shall cover all the operating units and business segments of the Company, and the subsidiaries, joint ventures and associates of the Company, to ensure the reliability of the consolidated financial statements of the Company as a whole. In addition, the audit engagement letter may stipulate the expression of audit opinion on individual statements of the invested enterprises of the Company, and the arrangement of the additional audit procedures as may be required.
- 6.2.6 Upon the signing of the audit engagement letter with the Auditor, the Company shall obtain a statement of independence from the Auditor.
- 6.2.7 To ensure the audit quality, the finance department of the Company shall provide relevant conditions and assistance, so that the Auditor may maintain effective communication with the Audit Committee, the independent Directors and the management of the Company, including communication in respect of audit planning and audit findings.

6.2.8 In appointing the Auditor to provide services other than the audit of financial statements, the Company shall make adequate assessment on whether the independence of the Auditor is affected by such other services, and give comprehensive consideration to service quality and cost effectiveness. In principle, the total annual service fee for consultation businesses shall not exceed 50% of the total annual audit fee. Written explanations shall be provided in the relevant reports for any excess of such total fee arising from actual work needs. In the event that the Company appoints the Auditor to provide services other than the audit of financial statements, record shall be filed with the Audit Committee.

### **6.3 Rules on Relevant Information Disclosure**

6.3.1 The Company shall disclose the appointment of the Auditor, the assessment results of audit work quality and the audit remuneration paid in its annual report. If different auditors are appointed by the Company and its subsidiaries, remunerations paid to different auditors shall be disclosed separately. If the Company appoints the Auditor to provide services other than the audit of financial statements, remunerations paid for audit and non-audit engagements shall be disclosed separately.

6.3.2 The Company shall disclose its opinion on the audit work quality of the Auditor for the year in the resolution of its annual general meeting.

6.3.3 If the Company intends to change the Auditor, it shall disclose in the announcement of the resolution of the general meeting in details of the reasons for the dismissal of the Auditor, statements of opinion (if any) given by the dismissed Auditor, opinions of the Audit Committee and the independent Directors, type of audit opinions of the latest annual financial statements, the existence of any material inconsistencies in the opinions between the Company and the Auditor and their substance, the investigation of the practice quality and review opinion on the proposed Auditor by the Audit Committee, the administration sanctions imposed on the proposed Auditor in the past 3 years, and the service fees charged by the former and the proposed Auditor.

## **7. MISCELLANEOUS**

7.1 In case of any matter not specified in the Rules, the provisions of the relevant laws and regulations such as the PRC Company Law and the Articles of Association shall be complied with.

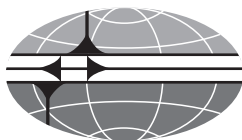
7.2 The Rules shall be subject to interpretation by the Board, and be amended by the General Meeting of the Company.

7.3 The Rules shall come into effect on the date of approval by the General Meeting of the Company.

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## NOTICE OF THE EGM

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**深圳高速公路股份有限公司**

**SHENZHEN EXPRESSWAY COMPANY LIMITED**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00548)**

### **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2010**

**Notice is hereby given** that the Second Extraordinary General Meeting 2010 (“EGM”) of Shenzhen Expressway Company Limited (“Company”) will be held at the conference room of the Company at Podium Levels 2-4, Jiangsu Building, Yitian Road, Futian District, Shenzhen, the PRC on 15 March 2010 (Monday), at 3:00 p.m. to consider and, if thought fit, approve the following ordinary resolutions:

1. To consider and approve providing credit counter-guarantee for the bank which provides guarantee for Mei Wah Industrial (Hong Kong) Limited, a wholly-owned subsidiary of the Company, the above counter-guarantee shall cover the potential loss and expenses of the bank providing guarantee which might arise from fulfilling the obligations under the guarantee; and to authorise the executive directors of the Company to handle all the matters relating to the counter-guarantee, including but not limited to deciding the specific terms of and executing the counter-guarantee agreement; and
2. To consider and approve formulating “Management Rules for Selection of Accountants’ Firm for Auditing Financial Statements”.

By Order of the Board

**Yang Hai**

*Chairman*

Shenzhen, the PRC, 28 January 2010

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# NOTICE OF THE EGM

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*Notes:*

## **1. Eligibility for attending the EGM**

Shareholders of the Company whose names appear on the registers of shareholders of the Company at the close of business on 12 February 2010 shall have the right to attend the EGM after complying with the necessary registration procedures.

## **2. Registration procedures for attending the EGM**

- i. Shareholders intending to attend the EGM should deliver to the Company, on or before 23 February 2010, either in person, by post or by fax, the reply slip (together with any required registration documents) for attending the EGM.
- ii. Holders of H shares of the Company please note that the register of holders of H shares of the Company will be closed from 13 February 2010 to 15 March 2010 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H shares of the Company who intend to attend the EGM must deliver their instruments of transfer together with the relevant share certificates to Hong Kong Registrars Limited, the registrar of H shares of the Company, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4.00 p.m. on 12 February 2010.

## **3. Proxy**

- i. Shareholders entitled to attend and vote at the EGM are entitled to appoint, in written form, one or more proxies (whether a shareholder or not) to attend and vote on his behalf.
- ii. A proxy should be appointed by written instrument signed by the appointor or his attorney. If the written instrument is signed by the attorney of the appointor, the written authorisation or other authorisation documents of such attorney should be notarised. In order to be valid, for holders of domestic shares of the Company, the written authorisation or other authorisation documents which have been notarised together with the completed proxy form must be delivered to the Company not less than 24 hours before the time of the holding of the EGM. In order to be valid, for holders of H shares of the Company, the above documents must be delivered to Hong Kong Registrars Limited, at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, within the same period.
- iii. Shareholder or his proxy should produce identity proof when attending the EGM.

## **4. Poll**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting at EGM will be taken by poll.

## **5. Other matters**

- i. The duration of the EGM is expected not to exceed one day. Shareholders or proxies who attend the EGM shall arrange for food, accommodation and other relevant expenses at their own cost.
- ii. Address of Hong Kong Registrars Limited (for share transfer):  
  
Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
- iii. Address of the Company:  
  
Podium Levels 2-4, Jianguo Building, Yitian Road, Futian District, Shenzhen, the PRC  
Postal code: 518026

Tel.: (86) 755-8285 3331

Fax.: (86) 755-8285 3411