



SHENYIN WANGUO (H.K.) LIMITED

申銀萬國（香港）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 218)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Shenyin Wanguo (H.K.) Limited (the “Company”) will be held at the Dragon Room, The Hong Kong Bankers Club at 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong, on Friday, 16 May 2008 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company. Unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 23 April 2008 on non-exempt continuing connected transactions revision of annual caps:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the SWSC MOU as supplemented by the Supplemental SWSC MOU entered into between Shenyin & Wanguo Securities Company Limited and the Company, a copy of which marked “A”, produced at the meeting and signed by the Chairman of the meeting for identification purpose; the terms of SWSC Supporting Services and the new annual caps in relation thereto; and the terms of SWHK Brokerage Transactions and the terms of SWSC Brokerage Transactions and their respective revised annual caps in relation thereto be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorized to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the SWSC MOU as supplemented by the Supplemental SWSC MOU.”

2. **“THAT**

- (a) the SW Research MOU as supplemented by the Supplemental SW Research MOU entered into between Shanghai Shenyin Wanguo Research & Consulting Company Limited and the Company, a copy of which marked “B”, produced at the meeting and signed by the Chairman of the meeting for identification purpose; the terms of SW Research Transactions and the revised annual caps in relation thereto be and are hereby approved, confirmed and ratified; and

- (b) the Directors be and are hereby authorized to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the SW Research MOU as supplemented by the Supplemental SW Research MOU.”

By order of the Board
Wong Che Keung Leslie
Company Secretary

Hong Kong, 23 April 2008

As at the date of this notice, the Board of the Company comprises 10 directors, of which Mr. Feng Guorong, Mr. Lu Wenqing, Mr. Lee Man Chun Tony, Mr. Guo Chun and Mr. Ying Niankang are the executive directors of the Company, Mr. Chang Pen Tsao and Mr. Huang Gang are the non-executive directors of the Company, Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Zhuo Fumin are the independent non-executive directors of the Company.

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and on a poll, vote on his behalf and such proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority, must be deposited at the registered office of the Company not later than 48 hours before the time appointed for holding the EGM (or the adjourned meeting as the case may be).
3. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares if he/she was solely entitled thereto; and if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The ordinary resolutions to be considered at the EGM will be decided by poll.

Website: <http://www.sywg.com.hk>