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**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 of Shen Yin 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, 14 May 2010 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 19 April 2010 (the “Circular”):

**ORDINARY RESOLUTIONS**

**1. “THAT**

- (a) the 2010 SWSC MOU entered into between SWSC and the Company (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for identification purpose) in relation to the SWSC Transactions as more particularly set out in the Circular and all the transactions contemplated thereunder as well as the Annual Caps for the transactions contemplated under the 2010 SWSC MOU for the seven months ending 31 December 2010, each of the two years ending 31 December 2012 and the five months ending 31 May 2013 as shown in the Circular be and are hereby approved; and
- (b) the Directors be and are hereby authorized to do all acts and execute all documents they consider necessary or expedient in connection with the 2010 SWSC MOU and the transactions contemplated thereunder.”

## 2. “THAT

- (a) the 2010 SW Research MOU entered into between SW Research and the Company (a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for identification purpose) in relation to the SW Research Transactions as more particularly set out in the Circular and all the transactions contemplated thereunder as well as the Annual Caps for the transactions contemplated under the 2010 SW Research MOU for the seven months ending 31 December 2010, each of the two years ending 31 December 2012 and the five months ending 31 May 2013 as shown in the Circular be and are hereby approved; and
- (b) the Directors be and are hereby authorized to do all acts and execute all documents they consider necessary or expedient in connection with the 2010 SW Research MOU and the transactions contemplated thereunder.”

By order of the Board  
**Shenyin Wanguo (H.K.) Limited**  
**Wong Che Keung Leslie**  
*Company Secretary*

Hong Kong, 19 April 2010

*As at the date of this notice, the Board 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, Mr. Chang Pen Tsao and Mr. Huang Gang are the non-executive Directors, Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Zhuo Fumin are the independent non-executive Directors.*

### *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 at 28th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong 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.