

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Members of Shanghai Ming Yuan Holdings Limited (the “Company”) will be held at The Ritz-Carlton Chater Room II & III, The Function Room Level, The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on Monday, 31st May, 2004 at 2:30 p.m. to transact the following business:

### As Ordinary Business

- (1) To receive and consider the audited Financial Statements and Reports of the Directors and the Auditors of the Company for the year ended 31st December, 2003.
- (2) To elect Directors.
- (3) To reappoint Messrs. Deloitte Touche Tohmatsu as Auditors of the Company for the ensuring year and authorize the Directors to fix their remuneration.

By the Order of the Board  
**Kenny Poon Kwong Wai**  
*Company Secretary*

Hong Kong, 31st March, 2004

### Notes:

- (1) A member entitled to attend and vote at the Annual general Meeting convened by the above notice (“Annual General Meeting”) is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) To be valid, the form of proxy and the power or other authority, if any, under which is signed or a notarially certified copy of that power or authority must be deposited with the Company Secretary at Room 1801-03, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he wish to do so, but the authority of the proxy will become invalid forthwith.
- (4) The principal Register and Hong Kong Branch Register of Members of the Company will be closed from Thursday, 27th May, 2004 to Friday, 28th May, 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attendance of the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrars in Hong Kong, Central Registration Hong Kong Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 25th May, 2004.

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- (5) With respect to Resolution no. 2 above:
- (a) Mr. Hu Jun and Ms. Chiang Su Hui, Susie, will retire from office as director by rotation at the Annual General Meeting pursuant to Bye-law 109 of the Company's Bye-laws and, being eligible, offer themselves for re-election; and
  - (b) Mr. Xiao Chuan Guo, director appointed by the Board after the conclusion of the 2003 Annual General Meeting, will retire from office as director at the Annual General Meeting pursuant to Bye-law 100 of the Company's Bye-laws and, being eligible, offer himself for re-election.
- (6) With respect to Resolution no. 3 above, Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for the past two financial years. Messrs. Deloitte Touche Tohmatsu will retire at the Annual General Meeting and, being eligible, offer themselves for re-appointment.