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RICHLY FIELD

RICHLY FIELD CHINA DEVELOPMENT LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 313)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Richly Field China Development Limited (the “Company”) will be held at Unit 1208, 12/F, West Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 6 January 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the bye-laws of the Company be amended in the following manner:–

- (a) By adding the following new definition of “substantial shareholder” immediately following the existing definition of “Statutes” in Bye-law 1.(A):–

“ “substantial shareholder” shall have the meaning attributed to it in the Listing Rules from time to time;”;

- (b) By deleting Bye-law 44 in its entirety and replacing the same with the following new Bye-law 44:–

“44. The registration of transfers may be suspended and the register may be closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares.”;

- (c) By deleting Bye-law 98.(H) in its entirety and replacing the same with the following new Bye-law 98.(H):–

“(H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, including but not limited to any proposal concerning any other company

in which a Director or his associate(s) is/are interested, whether directly or indirectly, as an officer or executive or shareholder or in which a Director or his associate(s) is/are beneficially interested in the shares of that company. If such Director shall vote on such resolution, his vote shall not be counted (nor shall he be counted in the quorum for that resolution) although his vote itself would not affect the validity of the passing of such resolution if the passing of such resolution (excluding such Director as quorum and his vote) complies with these Bye-laws and the Statutes, but the above prohibition shall not apply to any of the following matters:–

- (i) the giving of any security or indemnity either:–
 - (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:–
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”;

(d) By deleting Bye-law 70 in its entirety and replacing the same with the following new Bye-law 70:–

“70. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (1) required by the Listing Rules, except where the Chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow such resolution to be voted on by a show of hands; or (2) (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:–

- i) by the Chairman of the meeting; or
- ii) by at least three shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- iv) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so required or demanded as aforesaid, and in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

(e) By deleting Bye-law 71 in its entirety and replacing the same with the following new Bye-law 71:–

“71. If a poll is required or demanded as aforesaid, it shall (subject as provided in Bye-Law 72) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier.”;

(f) By deleting Bye-law 72 in its entirety and replacing the same with the following new Bye-law 72:–

“72. Any poll required or duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”;

(g) By deleting Bye-law 73 in its entirety and replacing the same with the following new Bye-law 73:–

“73. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”;

(h) By adding the following sentence immediately after the last sentence of Bye-law 102.(A):–

“Any Director so appointed shall be subject to retirement by rotation pursuant to Bye-law 99.”;

(i) By deleting Bye-law 129 in its entirety and replacing the same with the following new Bye-law 129:–

“129. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, other than any matter in which a Director or substantial shareholder has a conflict of interest in the matter to be considered by the Board which the Board has determined to be material, in which case the matter shall be dealt with by resolution of the Board passed at a meeting of the Board and not by resolution in writing signed by the Directors.”;

(j) By deleting Bye-law 134.(B) in its entirety and replacing the same with the following new Bye-law 134.(B):–

“(B) Every instrument to which a Seal shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors or any person or persons (including a Director and/or the Secretary) appointed by the Board for the purpose provided that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic or may be printed thereon as specified in such resolution or that such certificates need not be signed by any person.”;

(k) By deleting Bye-law 140.(A) in its entirety and replacing the same with the following new Bye-law 140.(A):–

“140. (A) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any part of the Company’s reserves (including any contributed surplus account and also including any share premium account or other undistributable reserve, but subject to the provisions of the law with regard to unrealised profits) or undivided profits not required for the payment or provision of the dividend on any shares with a preferential right to dividend, and accordingly that such part be sub-divided amongst the shareholders who would have been entitled thereto if distributed by way of dividend and in the same proportions, on the condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such shareholders respectively or paying up in full unissued shares or debentures or other securities of the Company to be allotted and distributed credited as fully paid

to and amongst such shareholders, or partly in one way and partly in the other provided that for the purpose of this Bye-Law, any amount standing to the credit of any share premium account may only be applied in the paying up of unissued shares to be issued to shareholders of the Company as fully paid and provided further that any sum standing to the credit of the share premium account may only be applied in crediting as fully paid shares of the same class as that from which the relevant share premium was derived.”;

- (l) By deleting Bye-law 144 in its entirety and replacing the same with the following new Bye-law 144:–

“144. Notice of the declaration of an interim dividend shall be given in such manner as the Board shall determine.”;

- (m) By adding the following new Bye-law 163. (C) immediately following the existing Bye-law 163. (B):–

“(C) The Company may only remove the Auditors before the end of the term of office of the Auditors by an Ordinary Resolution.”;

- (n) By deleting Bye-law 167.(A)(2) in its entirety and replacing the same with the following new Bye-law 167.(A)(2):–

“(2) Any notice or document to be given to or by any person pursuant to these Bye-laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in the Hong Kong. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”).”; and

- (o) By deleting Bye-law 169 in its entirety and replacing the same with the following new Bye-law 169:–

“169. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address

of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (i) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website.””

By order of the board of directors of
Richly Field China Development Limited
He Guang
Chairman

Hong Kong, 30 November 2011

Principal place of business in Hong Kong
Unit 1208, 12/F,
West Tower, Shun Tak Centre,
168-200 Connaught Road Central
Hong Kong

Registered office
Canon's Court,
22 Victoria Street,
Hamilton HM12
Bermuda

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be member of the Company.
2. A form of proxy for the meeting is enclosed. In order to be valid, the form of proxy must be deposited to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the meeting convened (and/or the adjourned meeting) and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are any joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, whether in person or by proxy. If there is more than one of such joint holders present at the meeting personally or by proxy, then the person whose name stands first in the register of members of the Company in respect of such share (whether in person or by proxy) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
5. The votes at the abovementioned meeting will be taken by poll, unless otherwise permitted by the Bye-laws.

As at the date of this notice, the board of directors comprises Mr. He Guang (Chairman), and Mr. Wong Kin Fai as executive directors; Mr. Huang Shao Xiong and Wang Yuan Xun as non-executive directors; and Ms. Cho Denise Yee Man, Mr. Liu Ming Fang and Dr. He Chuan as independent non-executive directors.