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GOODTOP TIN INTERNATIONAL HOLDINGS LIMITED

萬佳錫業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 195)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Goodtop Tin International Holdings Limited (the “**Company**”) will be held at Room 2607, Greenfield Tower Concordia Plaza, 1 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 28 December 2011 at 10:30 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the supplemental agreement (the “**Supplemental Agreement**”) dated 12 October 2011 entered into between YT Parksong Australia and Yunnan Tin Australia TDK Resources Pty Ltd. (the “**New Buyer**”) to the framework agreement between the abovementioned parties dated 25 March 2011 (the “**New Framework Agreement**”) for the proposed change of quotation period which originally begins from 15 days before the bill of lading date to 30 days after the bill of lading date to the period which begins from the bill of lading date to 45 days after the bill of lading date be and are hereby approved and any one director of the Company be and is hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable or necessary in connection with the Supplemental Agreement and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the forgoing.”

By order of the Board
Goodtop Tin International Holdings Limited
Fu Wing Kwok Ewing
Company Secretary

Hong Kong, 1 December 2011

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Room 2607, 26/F, Greenfield Tower
Concordia Plaza, 1 Science Museum Road
Tsimshatsui, Kowloon
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investors Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The ordinary resolution set out in this notice of extraordinary general meeting will be put to Shareholders to vote taken by way of a poll.

As at the date of this announcement, the Board comprises Mr. XIE Hai Yu (Chairman), Mr. CHENG Hau Yan (Deputy Chairman), Mr. LEUNG Kai Wing (Chief Executive Officer) and Mr. CHEUNG Wai Kuen as executive Directors, and Mr. POON Fuk Chuen, Mr. LIU Feng and Mr. ZHONG Wei Guang as independent non-executive Directors.