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U-RIGHT INTERNATIONAL HOLDINGS LIMITED

(Provisional Liquidators Appointed)

佑威國際控股有限公司*

(已委任臨時清盤人)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

NOTICE OF ANNUAL GENERAL MEETING 2011

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of U-RIGHT International Holdings Limited (Provisional Liquidators Appointed) (the “Company”) will be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on 24 August 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following ordinary resolutions with or without amendments of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and of the auditors of the Company for the year ended 31 March 2011.
2. (i) To re-elect, each as a separate resolution, the following Directors of the Company:
 - (a) Mr. TANG Kwok Hung;
 - (b) Mr. NG Cheuk Fan Keith;
 - (c) Mr. CHUNG Wai Man;
 - (d) Mr. MAK Ka Wing Patrick; and
 - (e) Mr. CHAN Chi Yuen and
- (ii) To authorize the board of Directors of the Company to fix the Directors’ remuneration.
3. To re-appoint ANDA CPA Limited as the auditors of the Company and authorise the board of Directors of the Company to fix their remuneration.

* for identification purposes only

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options including warrants and other convertible securities convertible into shares which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares;
- (iii) the exercise of options under a share option scheme of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

By Order of the Board
U-RIGHT International Holdings Limited
(Provisional Liquidators Appointed)
TANG Kwok Hung
Director

For and on behalf of
U-RIGHT International Holdings Limited
(Provisional Liquidators Appointed)
LAI Kar Yan (Derek)
YEUNG Lui Ming
Joint and Several Provisional Liquidators
acting as agents for and on behalf of
U-RIGHT International Holdings Limited
without personal liability

Hong Kong, 5 July 2011

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
35th Floor
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its corporate representative or representatives provided that if more than one person is so authorised, the authority shall specify the number and class of shares held by the relevant shareholder in respect of which each such person is authorised to act as corporate representative.
2. A form of proxy for use in connection with the AGM is enclosed with the circular of the Company dated 5 July 2011. To be valid, the form of proxy, and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, Tricor Tengis 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 AGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked. Such form of proxy and the Circular are also published on the website of the Stock Exchange of Hong Kong Limited at www.hkex.com.hk and on the website of the Company at www.uright-627.info.

3. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Tricor Tengis Limited, at 26th floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 10:00 a.m. on 22 August 2011.
4. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the AGM personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share(s), or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
5. The votes for approving all the above resolutions shall be taken by poll.
6. In relation to the ordinary resolutions set out in item 4 of the above notice, the Directors wish to state that they have no immediate plan to issue any new shares of the Company.

As at the Latest Practicable Date, the Company has two executive Directors, Mr. TANG Kwok Hung and Mr. NG Cheuk Fan, Keith; and three independent non-executive Directors, namely Mr. CHUNG Wai Man, Mr. MAK Ka Wing, Patrick and Mr. CHAN Chi Yuen.