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PEARL RIVER TYRE (HOLDINGS) LIMITED

(Registered in Bermuda with limited liability)

(Stock Code: 1187)

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that the Special General Meeting of Pearl River Tyre (Holdings) Limited will be held at:

Place : No. 15 Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur, Malaysia
Date : Friday, 29 July 2011
Time : 3:00 p.m.

for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

CAPITAL REORGANISATION

“THAT, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting the listing of, and permission to deal in, the ordinary shares of HK\$0.01 each in the share capital of the Company (**“New Share(s)”**) upon the Capital Reorganisation (as defined below) becoming effective; and (ii) subject to compliance by the Company with the relevant legal procedures and requirements under sections 45 and 46 of the Companies Act 1981 of Bermuda (as amended), the memorandum of association and the bye-laws of the Company (the **“Bye-laws”**) to effect the Capital Reorganisation (as defined below), with effect from 9:00 a.m. on the business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange) immediately following the passing of these resolutions by the shareholders of the Company (the **“Shareholders”**):

- (a) the currency denomination of each of the issued and unissued shares in the authorised share capital of the Company be changed from AUD0.20 each to HK\$1.67 each (the **“Redenominated Shares”**) at the conversion rate of AUD1.00 to HK\$8.35 (the **“Currency Redenomination”**);
- (b) the issued share capital of the Company be reduced whereby the nominal value of each issued Redenominated Share will be reduced from HK\$1.67 to HK\$0.01 by cancelling HK\$1.66 of the paid-up capital on each issued Redenominated Share;

(c) the authorised share capital of the Company be reduced by reducing the nominal value of each Redenominated Share from HK\$1.67 to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$250,500,000 which is divided into 150,000,000 Redenominated Shares to HK\$1,500,000 which is divided into 150,000,000 New Shares;

(paragraphs (b) and (c) collectively referred to as “**Capital Reduction**”)

(d) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply such credit arising from the Capital Reduction in any manner permitted by the laws of Bermuda, the Bye-laws and all other applicable laws without further authorisation from the Shareholders (the “**Application of Credit**”); and

(e) the Directors be and are hereby authorised to sign and execute such documents and deeds and to do all such acts and things as they shall in their absolute discretion deem necessary, desirable or expedient in connection with the implementation of or giving effect to the Currency Redenomination, the Capital Reduction and the Application of Credit (collectively, the “**Capital Reorganisation**”).”

AMENDMENT TO THE BYE-LAWS

“**THAT** the definition of “A\$” or “\$” in Bye-law 1.1(a) be deleted in its entirety and replaced with the following:

“HK\$” means the Hong Kong dollars, the lawful currency of Hong Kong

Dated this 6th day of July 2011, Kuala Lumpur

By Order of the Board
Pearl River Tyre (Holdings) Limited
Tan Pei Choo
Company Secretary

Registered office:
Bermuda Commercial Bank Building
19 Par-La-Ville Road
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
6/F, CRE Building
303 Hennessy Road
Wan Chai, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
2. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be delivered at the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be) or upon the poll concerned.
3. Completion and return of the form of proxy shall not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting (as the case may be) or upon the poll concerned if he so desires. In such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled to vote, 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 in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. As at the date of this notice, the board of directors of the Company comprises executive director, namely Mr. Goh Nan Yang, non-executive directors, namely Mr. Goh Nan Kioh (Chairman) and Dato Yeoh Eng Khoon and independent non-executive directors, namely Mr. Khoo Teng Keat, Mr. Yeow See Yuen and Mr. Won Thean Sang.