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PNG Resources
PNG Resources Holdings Limited
PNG資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 221)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of PNG Resources Holdings Limited PNG 資源控股有限公司 (the “**Company**”) will be held at 44/F, Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong, on Monday, 25 July 2011 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the irrevocable undertaking dated 7 June 2011 (the “**Irrevocable Undertaking**”) executed by Onger Investments Limited (“**Onger Investments**”) in favour of China Agri-Products Exchange Limited (“**China Agri-Products**”) and Kingston Securities Limited (a copy of which is tabled at this meeting and marked “Exhibit A” and initialled by the chairman of this meeting for the purpose of identification and more particularly described in the circular of the Company dated 7 July 2011), pursuant to which Onger Investments has irrevocably undertaken to subscribe for 78,979,524 rights shares pursuant to a rights issue proposed by China Agri-Products and to apply, by way of excess application, for an additional 613,000,000 rights shares (together, the “**Subscription**”) upon fulfillment of the respective conditions precedent, for a consideration of approximately HK\$134.9 million, and all transactions contemplated thereunder be and is hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or (if affixation of the common seal of the Company is required) any two directors of the Company, be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/they may in his/their absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Subscription and

the transactions contemplated thereunder and to agree to such variations of the terms of the Irrevocable Undertaking as he/they may in his/their absolute discretion consider necessary or desirable.”

By Order of the Board
PNG Resources Holdings Limited
PNG資源控股有限公司
Mak Yuen Ming, Anita
Company Secretary

Hong Kong, 7 July 2011

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
5/F., Wai Yuen Tong Medicine Building
9 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

- (1) A member of the Company who is entitled to attend and vote at the EGM convened by the above notice, is entitled to appoint a proxy to attend and to vote on his behalf. A proxy need not be a member of the Company but must attend in person to represent the member. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or other authority, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the EGM, or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof (as the case may be), if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) Where there are joint holders of any shares, any one of such joint holders may vote at the EGM either personally or by proxy in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders be present at the EGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holders.
- (4) The resolution set out in this notice will be voted by way of a poll at the EGM.

As at the date of this notice, the board of directors of the Company comprises Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Mr. Wong Yiu Hung, Gary, as the executive directors of the Company, and Mr. Sin Ka Man, Mr. Cheung Sau Wah, Joseph and Mr. Yuen Kam Ho, George, as the independent non-executive directors of the Company.