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GARRON INTERNATIONAL LIMITED

嘉禹國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1226)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinarily general meeting (the “EGM”) of Garron International Limited (the “Company”) will be held at 2:30 p.m. on 8 August 2011 at Unit 5801-02, 58/F, The Centre, 99 Queen’s Road Central, Central, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions numbered 1 as a special resolution and 2 as an ordinary resolution:

RESOLUTIONS

1. **“THAT**

- a. subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be changed from “Garron International Limited” to “China Investment and Finance Group Limited 中國投融資集團有限公司” (the “Name Change”);
- b. subject to the new name being entered in the Register of Companies by the Registrar of Companies in the Cayman Islands, the memorandum and articles of association of the Company be amended by replacing all references to “Garron International Limited” with “China Investment and Finance Group Limited 中國投融資集團有限公司” to reflect the Name Change; and
- c. any one director of the Company be and is hereby authorised to do all such acts and things and execute all documents as he/she considers necessary or expedient to give effect to the aforesaid change of name of the Company.”

2. **“THAT**

- a. the Investment Management Agreement as supplemented by the Addendum Agreement (both as defined in the circular dated 13 July 2011 (the “Circular”) despatched to the shareholders of the Company together with this notice of extraordinary general meeting), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose, and the transactions contemplated therein be and are hereby generally and

* *For identification purposes only*

unconditionally approved and the directors of the Company be and are hereby authorized to do such acts and things and deliver all documents under the common seal of the Company, if necessary, as they may consider necessary, desirable or expedient in connection with the transactions contemplated under the Investment Management Agreement as supplemented by the Addendum Agreement (both as defined in the Circular); and

- b. the annual caps for the remuneration payable by the Company to Success Talent Management Limited under the Investment Management Agreement as supplemented by the Addendum Agreement are limited as follows:

	<i>HK\$</i>
For the financial year ended 31 March 2012	6,870,000
For the financial year ended 31 March 2013	9,000,000
For the financial year ended 31 March 2014	10,000,000

Yours faithfully
By the order of the board
GARRON INTERNATIONAL LIMITED
Xie Leshan
Chairman

Hong Kong, 13 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:

Unit 5801-02, 58/F
The Centre
99 Queen's Road Central
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or if he is the holder of two or more shares more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 13 July 2011. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM 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.

As at the date of this announcement, the Board comprises Mr. XIE Leshan, Mr. CHEN Yiquan, Mr. SEE Lee Seng Reason, Mr. SUNG Hiu Fai, Ronald and Mr. CHAN Cheong Yee as the executive Directors and Mr. CHEN Kaizhi, Mr. HA Tak-kong, Mr. LO Chi Ming and Mr. LEUNG Kwong Kin as the independent non-executive Directors.