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## **China Fortune Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 290)**

*Website: <http://www.290.com.hk>*

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of China Fortune Group Limited (the “Company”) will be held on 19 August 2011 at 11:00 a.m. at 35th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the following purposes:

#### **ORDINARY RESOLUTION**

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

1. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval of the listing of, and permission to deal in, the shares of the Company (“**Shares**”) to be allotted and issued upon the exercise of options to be granted under the new share option scheme of the Company (the “**New Scheme**”), the rules of which are contained in the document marked “AA” produced to the Meeting and for the purposes of identification signed by the chairman of the Meeting thereof, the New Scheme be and is hereby approved and adopted and with effect from the date of the New Scheme becoming unconditional and coming into effect, and the existing share option scheme of the Company which was adopted by the Company on 12 February 2003 be terminated therefrom and the directors of the Company be and are hereby authorized to do all acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme, including without limitation:
  - (a) to administer the New Scheme under which options will be granted to participants eligible under New Scheme to subscribe for Shares, including but not limited to determining and granting the options in accordance with the terms of the New Scheme;

- (b) to modify and/or amend the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (c) to allot and issue from time to time such number of Shares as may be required to be allotted and issued upon the exercise of the options granted under the New Scheme and subject to the Listing Rules, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share options scheme of the Company shall not in aggregate exceed 10% of the Shares in issue as at the date of passing this resolution, but the Company may seek approval by its shareholders in general meeting for refreshing the 10% limit under the New Scheme;
- (d) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for the listing of and permission to deal in, any Shares which may hereafter from time to time be allotted and issued upon the exercise of options granted under the New Scheme; and
- (e) To consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Scheme.

### **SPECIAL RESOLUTION**

To consider, and if thought fit, to pass with or without amendments, the following resolution as special resolution:

2. “**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed to “China Fortune Financial Group Limited 中國富強金融集團有限公司”, and the directors of the Company be and are hereby authorized generally to do all such acts and things and sign or execute all such documents or make such arrangements as they may, in their sole and absolute discretion, consider necessary or expedient in connection with the implementation of or giving effect to the foregoing change of company name and the transactions contemplated thereunder.”

By Order of the Board  
**China Fortune Group Limited**  
**Ng Cheuk Fan, Keith**  
*Managing Director*

Hong Kong, 18 July 2011

*Head Office and Principal Place of Business in Hong Kong:*  
13/F, Sunning Plaza  
10 Hysan Avenue  
Causeway Bay, Hong Kong

*Registered Office:*  
P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Notes:*

1. Any registered shareholders of the Company entitled to attend and vote at the Meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a registered 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 was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. In order to be valid, this form of proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be delivered at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting (as the case may be). No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
4. Whether or not you propose to attend the Meeting in person, you are strongly urged to complete and return the proxy form in accordance with the instructions printed thereon. Completion and delivery of this form of proxy will not preclude you from attending in person and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.

*As at the date of this notice, the Board consists of five Executive Directors, namely Mr. Zhang Min (Chairman), Mr. Ng Cheuk Fan, Keith (Managing Director), Mr. Xia Yingyan, Mr. Yeung Kwok Leung and Mr. Hon Chun Yu; one Non-Executive Director, Mr. Wong Kam Fat, Tony (Vice-Chairman) and three Independent Non-Executive Directors, namely, Mr. Tam B Ray Billy, Mr. Ng Kay Kwok and Mr. Lam Ka Wai, Graham.*