

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of U-RIGHT International Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on 19 September 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications), the following resolution (“**Resolution**”) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the sale and purchase agreement dated 9 August 2010, as amended and supplemented by the supplemental agreements dated 31 December 2010 and 4 April 2011 (collectively, the “**Agreements**”), and entered into between Right Season Limited (the “**Purchaser**”) as the purchaser (an indirectly wholly-owned subsidiary of the Company) and Mr. Tse Ho Ming as the vendor (a copy of which have been produced to the Meeting and marked “A” and signed by the Chairman of the Meeting for the purpose of identification) pursuant to which the Purchaser shall acquire the entire issued share capital of Sino Hill Group Limited in consideration of HK\$40,000,000 to be satisfied as to HK\$20,000,000 in cash and as to the balance of HK\$20,000,000 by the issue of a promissory note subject to and upon the terms and conditions contained in the Agreements and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and any directors of the Company and the joint and several Provisional Liquidators of the Company appointed pursuant to an order dated 6 October 2008 made by the Deputy High Court Judge Au of the Court of First

Instance of the High Court of Hong Kong be and are hereby authorised to do on behalf of the Company all such acts, deeds and things and to effect all necessary actions as they may consider necessary, desirable or expedient in order to effect, implement, amend and complete the Agreements and the transactions contemplated thereunder.”

Yours faithfully,
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, 25 August 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 Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. 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. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at the 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof (as the case may be).
3. A form of proxy for use by the shareholders at the Meeting is enclosed with the circular of the Company dated 25 August 2011 (the "**Circular**"). Completion and return of the form of proxy shall not preclude any member from attending and voting in person at the Meeting or any adjournment thereof. Such form of proxy and the Circular are also published on the website of the Stock Exchange at www.hkexnews.hk.

4. 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 were solely entitled thereto, but if more than one of such joint registered holders are present at the Meeting 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, 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. Further information relating to the Agreements and the transactions contemplated thereunder and further information relating to the Company are set out in the Circular.
6. The votes for approving the Resolution shall be taken by poll.

* *For identification purpose only*

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.