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## 盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED  
(incorporated in Bermuda with limited liability)  
(Stock Code: 851)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that special general meeting (“the **SGM**”) of Sheng Yuan Holdings Limited (the “**Company**”) will be held at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 9:30 a.m. on Tuesday, 25 October 2011 for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**

- (a) the master investment service agreement dated 16 September 2011 (the “**Investment Service Agreement**”) entered into between Mr. Hu Yishi and Ms. Lin Min (the “**Hu Couple**”) and the Company in respect of, among other things, the term of the investment in the Sheng Yuan China Growth Fund (the “**Fund**”), an exempted company incorporated in the Cayman Islands with limited liability and a subsidiary of the Company, by the Hu Couple pursuant to the agreement dated 16 September 2011 (the “**Agreement**”) signed by the Hu Couple to invest in the Fund (the “**Hu Investment**”), copies of the Investment Service Agreement and the Agreement are tabled at the meeting and marked “A” and “B” respectively and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, confirmed and ratified;
- (b) the arrangement constituted by the Investment Service Agreement, the Agreement and the investment management agreement dated 8 August 2011 entered into between the Fund and Sheng Yuan Fund Management (Cayman) Limited (the “**Manager**”), an exempted company incorporated in the Cayman Islands with limited liability on 24 March 2011 and an indirect wholly-owned subsidiary of the Company (the “**Continuing Connected Transaction**”) be and is hereby approved confirmed and ratified;
- (c) the Agreement be and is hereby approved, confirmed and ratified;

- (d) the proposed annual caps in respect of the fees payable under the Continuing Connected Transaction for each of the period/years ending 30 April 2012, 30 April 2013 and 30 April 2014 (the “**Proposed Annual Caps**”) as set out in the circular of the Company dated 7 October 2011 be and are hereby approved; and
- (e) any one director of the Company, or if the affixation of the common seal is necessary, any one director of the Company and the secretary of the Company or any two directors of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Investment Service Agreement and the Continuing Connected Transaction (including the Agreement and the Proposed Annual Caps) and to give effect thereto.”

By order of the Board  
**Sheng Yuan Holdings Limited**  
**Yip Kar Hang, Raymond**  
*Executive Director and Chief Executive Officer*

Hong Kong, 7 October 2011

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. In order to be valid, the form of proxy together with the 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 deposited with the share registrars of the Company, Tricor Tengis Limited, at 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 any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

*As at the date of this announcement, the Board consists of Ms. Lin Min and Mr. Yip Kar Hang, Raymond (both being executive Directors), Mr. Chan Chi On, Derek, Mr. Cheung Kwok Keung and Mr. Lam Kam Tong (all being independent non-executive Directors).*