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S.A.S. Dragon Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1184)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of S.A.S. Dragon Holdings Limited (the “Company”) will be held at Room 1109, Tower B, Hunghom Commercial Center, 37 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on 28 October 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment, as an ordinary resolution of the Company:

“THAT:

- (a) the Sale and Purchase Agreement dated 25 August 2011 entered into between RSL Microelectronics Company Limited (a wholly-owned subsidiary of the Company) as the Seller and Serial Microelectronics (HK) Limited as the Purchaser in relation to the Disposal of Business, (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for identification), and the transactions contemplated thereunder be and are hereby confirmed, approved, authorized and ratified; and
- (b) any one director of the Company is hereby authorized for and on behalf of the Company to execute any such documents, instruments, and agreements and to do any such acts or things as may be deemed by him/her/them in connection with the matters contemplated in the Sale and Purchase Agreement and the Disposal contemplated thereunder.”

By Order of the Board
S.A.S. Dragon Holdings Limited
Yim Yuk Lun, Stanley
Chairman and Managing Director

Hong Kong, 10 October 2011

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. The ordinary resolution to be considered at the meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person authorized to sign the same.
4. To be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged at the Company's share registrar in Hong Kong, Tricor Secretaries 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 adjourned meeting therefor and in default thereof the proxy form and such power or authority shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share of the company, any one of such joint holders may vote at any meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holding.
7. As at the date hereof, the Board comprises four executive directors are Mr. Yim Yuk Lun, Stanley, Mr. Wong Sui Chuen, Mr. Lock Shui Cheung and Mr. Lau Ping Cheung; one non-executive director is Dr. Chang Chu Cheng; and four independent non-executive directors are Mr. Cheung Chi Kwan, Mr. Liu Chun Ning, Wilfred, Dr. Lui Ming Wah *SBS JP*, and Mr. Wong Tak Yuen, Adrian.