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珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1176)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Meeting”) of the shareholders of Zhuguang Holdings Group Company Limited (the “Company”) will be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 24 April 2012 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the following resolution (with or without modifications) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 16 January 2012 (the “Sale and Purchase Agreement”) and entered into between Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (the “Vendor”), one of the executive Directors and the Deputy Chairman and Chief Executive Officer of the Company and South Trend Holdings Limited (the “Purchaser”), being a wholly-owned subsidiary of the Company (a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) pursuant to which the Purchaser agreed to acquire the entire issued share capital of Profait International Holdings Limited together with the shareholder’s loan owed by Profait International Holdings Limited and/or its subsidiary(ies) to the Vendor for a consideration of RMB\$354,500,000 which should be satisfied by the allotment and issue of the Consideration Shares (as defined below) and the transactions contemplated thereby be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined below), the directors of the Company be and are hereby authorised and granted a specific mandate to allot and issue 437,453,000 shares (the “Consideration Shares”) of HK\$0.1 each in the share capital of the Company credited as fully paid at the issue price of HK\$1.00 per Consideration Share in accordance with the terms and the conditions of the Sale and Purchase Agreement and the bye-laws of the Company; and

- (c) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementations of and giving effects to the Sale and Purchase Agreement and the transactions contemplated thereby, and to agree to such amendments, variations, supplements, modifications or waivers of matters relating thereto as are, in their opinion, in the interest of the Company and the shareholders of the Company as a whole.”

By Order of the Board
Zhuguang Holdings Group Company Limited
Liao Tengjia
Chairman

Hong Kong, 30 March 2012

Principal place of business in Hong Kong:

Unit 5709, 57th Floor
The Center
99 Queen's Road Central
Hong Kong

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 vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof (as the case may be). Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.
3. Where there are joint holders of any share of the Company, any one of such joint holders 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 whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the board of directors of the Company comprises Mr. Liao Tengjia (Chairman), Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Deputy Chairman and Chief Executive Officer), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Mr. Huang Jia Jue as executive directors and Mr. Leung Wo Ping JP, Dr. Zhang Jianqi and Dr. Liang Tongying as independent non-executive directors.