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HUAFENG
華 豐

Huafeng Group Holdings Limited **華 豐 集 團 控 股 有 限 公 司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 364)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Huafeng Group Holdings Limited (the “**Company**”) will be held at Room 2105, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 4 May 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (i) the conditional supplemental deed poll dated 10 April 2012 (“**Supplemental Deed Poll**”) executed by Huafeng Group Holdings Limited (the “**Company**”) by way of deed poll in relation to proposed amendments to certain terms and conditions of the convertible bonds (“**Convertible Bonds**”) due in 2013 of aggregate principal amounts of HK\$150,000,000 created and issued by the Company on 11 February 2010 (for the first tranche of the Convertible Bonds) and 20 April 2010 (for the second tranche of the Convertible Bonds) (a copy of the Supplemental Deed Poll has been tabled at the EGM and marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (ii) the Directors be and are hereby granted a specific mandate to exercise powers of the Company to allot and issue such number of new shares (“**Conversion Shares**”) in the capital of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds with terms and conditions modified under the Supplemental Deed Poll; the specific mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (iii) any one Director (or if execution under the common seal of the Company is required, any two Directors or any one Director and the secretary of the Company) be and is hereby authorised to sign, deal, execute, perfect, deliver all such documents and to do all such things and acts as he may in his discretion consider necessary, expedient or desirable to give effect to or in connection with the Supplemental Deed Poll, issue of Conversion Shares and the transactions contemplated under the Supplemental Deed Poll.”

By Order of the Board
Huafeng Group Holdings Limited
Cai Yangbo
Managing and Executive Director

Hong Kong, 17 April 2012

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and Principal place of business in Hong Kong:

Room 2105, West Tower, Shun Tak Centre
200 Connaught Road Central
Hong Kong

Notes:

- (1) A 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, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjournment.
- (3) The voting on the resolution at the EGM will be conducted by way of poll.
- (4) As at the date of this notice, the board of directors of the Company comprises five executive Directors, namely Mr. Cai Zhenrong (*the Chairman*), Mr. Cai Zhenyao, Mr. Cai Zhenying, Mr. Cai Yangbo and Mr. Choi Wing Toon; and three independent non-executive Directors, namely Mr. Lawrence Gonzaga, Ms. Choy So Yuk *JP* and Mr. Wong Siu Hong.