

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



VAN SHUNG CHONG HOLDINGS LIMITED

Website: <http://www.vschk.com>

(Incorporated in Bermuda with limited liability)

(Stock code: 1001)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Van Shung Chong Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Wednesday, 12 November 2014 at Rooms 4903-7, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used in this announcement and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 23 October 2014 (the “**Circular**”) of which the notice convening the Meeting forms part.

ORDINARY RESOLUTIONS

1. “**THAT** conditional upon fulfillment of the conditions of the Underwriting Agreement made between the Company and the Underwriter (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification):
 - (a) the allotment and issue of not less than 210,757,625 Offer Shares and not more than 220,304,125 Offer Shares at the Subscription Price of HK\$0.50 per Offer Share to the Qualifying Shareholders whose name appear on the register of members of the Company on Monday, 24 November 2014 (or such other dates as the Company and the Underwriter may agree to be the record date for such Open Offer) other than the Excluded Shareholders on the basis of one Offer Share for every two Shares held on the Record Date and on and subject to such terms and conditions as may be determined by the Directors be and is hereby approved;

- (b) any one Director be and is hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusion or other arrangements in relation to the Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
 - (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Offer Shares, if any, by the Underwriters) be and are hereby approved;
 - (d) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and is hereby approved; and
 - (e) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”
2. “**THAT** subject to the Executive granting to the Underwriter and the persons acting in concert with it the Whitewash Waiver and the satisfaction of any condition(s) attached to the Whitewash Waiver and such other necessary waiver or consent of the Executive for the transactions contemplated under the Open Offer, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving any obligation on the part of the Underwriter and the persons acting in concert with it to make a mandatory general offer for all the issued securities of the Company (including the outstanding and exercisable Share Options) not already owned or agreed to be acquired by the Underwriter and the persons acting in concert with it, which would otherwise arise under Rule 26.1 of the Takeovers Code as result of the fulfillment of the obligations under the Underwriting Agreement be and is hereby approved.”

By order of the Board
Van Shung Chong Holdings Limited
Lam Yee Fan
Company Secretary

Hong Kong, 23 October 2014

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not to be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of authority, at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The resolutions put to vote at the meeting will be decided by way of poll.

As at the date of this announcement, the Board comprises the following members:

Executive Directors

Mr. Yao Cho Fai Andrew (*Chairman*)
Mr. Frank Muñoz (*Chief Executive Officer*)

Non-executive Director

Mr. Dong Sai Ming Fernando

Independent non-executive Directors

Mr. Tam King Ching Kenny
Mr. Xu Lin Bao
Mr. Tse Lung Wa Teddy
Mr. Yeung Wing Sun Mike

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.