



MEXAN LIMITED

茂盛控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 22)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of MEXAN LIMITED (the "Company") will be held at Harbour Room, 3/F., The Ritz-Carlton Hong Kong, 3 Connaught Road, Central, Hong Kong on Tuesday, 23 November 2004, at 10:30 a.m. for the purposes 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 Acquisition be and is hereby approved, ratified and confirmed;
- (ii) the Acquisition Agreement, the Revised Articles of Association and the Revised Joint Venture Contract (a copy of each of which has been produced to this meeting marked "A", "B" and "C" respectively, and signed by the chairman of this meeting for the purpose of identification) be and are hereby approved, ratified and confirmed; and
- (iii) any one director of the Company be and is hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things incidental to the Acquisition Agreement or as he/she may in his/her discretion consider necessary or desirable on behalf of the Company for any of the transactions contemplated in the Acquisition Agreement, the implementation or the exercise or enforcement of any of the rights and performance of obligations under the Acquisition Agreement."

By Order of the Board

Yan Sheng

Chief Executive Officer

Hong Kong, 5 November 2004

Registered Office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:

16th Floor
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Terms used in this notice shall have the same meaning in the circular to Shareholders dated 5 November 2004 unless the content otherwise requires.
2. A member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. A form of proxy in respect of the meeting is enclosed. In order to be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be delivered to the Company's branch share registrar, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, at least 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
4. In the case of joint registered holders of any Share(s), 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 will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.

As at the date of this announcement, the board of directors of the Company comprises seven directors, of which four are executive directors, namely Mr. Lau Kan Shan, Mr. Yan Sheng, Mr. Yuen Hiu Kwan and Ms. Ching Yung and three are independent non-executive directors, namely Mr. Chan Wai Dune, Mr. Lau Wai and Mr. Cheng Chun Pong, Paul.

* For identification purposes only