



MEXAN LIMITED

茂盛控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 22)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of MEXAN LIMITED (the "Company" and together with its subsidiaries, the "Group") will be held at Mexan Café, Level 5, Mexan Harbour Hotel, No. 1 Tsing Yi Road, Tsing Yi, New Territories, Hong Kong on Thursday, 12 April 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT:—

(1) subject to completion of the share sale agreement dated 2 January 2007 (as amended and supplemented by a supplemental agreement dated 6 February 2007 entered into by the same parties) entered into between Mexan Group Limited as vendor, Mr. Lau Kan Shan as guarantor for the vendor, Winland Wealth (BVI) Limited as purchaser and Winland Enterprises Limited as guarantor for the purchaser (a copy of which have been produced to the meeting marked "A1" and "A2" and signed by the Chairman for the purposes of identification) (the "Share Sale Agreement") taking place:—

(a) the group reorganisation described in the circular of the Company dated 17 March 2007 (the "Circular") (a copy of which has been produced to the meeting marked "B" and signed by the Chairman for the purposes of identification) involving, amongst other things:—

(i) the Group (excluding Inventive Limited and its subsidiaries) continuing to operate the existing hotel investment and operation business of the Group (the "Hotel Business") and the ordinary shares of the Company continuing to be listed on the Main Board of The Stock Exchange of Hong Kong Limited; and

(ii) Inventive Limited and its subsidiaries (together the "Inventive Group") operating all businesses of the Group other than the Hotel Business, including but not limited to toll road operation and management as well as investment holding;

(b) the deed of release and termination dated 2 January 2007 entered into between City Promenade Limited, Winland Hotel Management Limited, Winland Finance Limited and the Company in relation to the conditional termination of the management contract dated 10 November 2005 (as supplemented by a supplemental management contract dated 11 November 2005 entered into between the same parties) entered into between City Promenade Limited, Winland Hotel Management Limited, Winland Finance Limited and the Company (a copy of which has been produced to the meeting marked "C1" and "C2" and signed by the Chairman for the purposes of identification);

(c) the deed of novation to be entered into between Express Chain Limited, Mr. Lau Kan Shan ("Mr. Lau") and the Company under which Mr. Lau will agree that all the obligations and liabilities imposed or to be imposed on the Company under a deed of undertaking and indemnity executed by the Company on 11 November 2005 in favour of Express Chain Limited be novated to and accepted by Mr. Lau upon completion of the Share Sale Agreement (a copy of which has been produced to the meeting marked "D1" and "D2" and signed by the Chairman for the purposes of identification);

and each of them be and are hereby approved, ratified and confirmed and that the directors of the Company be authorised to sign or execute such documents (if not already executed) and such other documents or agreements or deeds on behalf

of the Company whether under the common seal of the Company or otherwise as may be necessary and to do such other things and to take all such actions as they consider necessary or desirable for the purposes of facilitating, executing, implementing or giving effect thereto; and

(2) (a) a special dividend in the amount of HK\$0.06865 per Share be paid in cash each to shareholders of the Company; and

(b) a dividend of HK\$0.30 per Share to be satisfied not in cash but by way of a distribution in specie of a total of 1,310,925,244 ordinary shares of HK\$0.10 each in Inventive Limited be paid on the basis set out in the Circular to shareholders of the Company;

whose names appear on the register of members of the Company at the close of business on 12 April 2007 and the directors are hereby authorised to effect the payment of dividends and distribution in specie in such manner as considered appropriate by the directors of the Company."

By Order of the Board
MEXAN LIMITED
Tse On Kin
Managing Director

Hong Kong, 17 March 2007

Registered office:	Principal place of business
Clarendon House	in Hong Kong:
Church Street	16th Floor
Hamilton HM 11	Bank of East Asia Harbour View Centre
Bermuda	56 Gloucester Road
	Wanchai
	Hong Kong

Notes:

1. A form of proxy for use at the meeting is accompanied with the circular of the Company dated 17 March 2007.
2. A shareholder entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of the power of attorney or authority, must be completed, signed and deposited with the Company's branch share registrar, Tengis 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.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof should you so desire, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The ordinary resolution will be voted by poll by the independent Shareholders of the Company.

As at the date of this notice, the Company's executive directors are Mr. Lau Kan Shan (Chairman), Mr. Tse On Kin (Managing Director) and Ms. Ching Yung and its independent non-executive directors are Mr. Chan Wai Dune, Mr. Lau Wai and Mr. Tong Kwai Lai.

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

* For identification purposes only