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## **China Gamma Group Limited**

**中國伽瑪集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 164)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**Meeting**”) of China Gamma Group Limited (the “**Company**”) will be held at Unit 3411, 34/F., COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Thursday, 8 September 2011 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the sale and purchase agreement dated 11 May 2011 (the “**Sale and Purchase Agreement**”) entered into between Beijing Gamma Corporate Management Limited (北京伽瑪企業管理有限公司), a wholly-owned subsidiary of the Company, and Mr. Hu Zhengzhi (the “**Vendor**”) in relation to the acquisition (through a wholly-owned subsidiary of the Company to be incorporated in the People’s Republic of China) of 90% of the equity interest of Yunnan He Da Investments Company Limited (雲南和達投資有限公司) (the “**Target Company**”) and all debts, disbursements or other liabilities owing or incurred by the Target Company and its subsidiary to the Vendor (a copy of the Sale and Purchase Agreement is marked “A” and produced to this Meeting and signed by the chairman of the Meeting for identification purposes) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

- (b) any one or more of the directors of the Company be and is/are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such acts, deeds, matters and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board  
**CHINA GAMMA GROUP LIMITED**  
**Ho Chi Ho**  
*Executive Director*

Hong Kong, 24 August 2011

*As at the date hereof, the executive director of the Company is Mr. Ho Chi Ho; the non-executive directors of the Company are Mr. Ma Kwok Hung, Warren and Mr. Chow Siu Ngor; and the independent non-executive directors of the Company are Mr. Wong Hoi Kuen, Mr. Chan Chi Yuen and Mr. Hung Hing Man.*

*Registered office:*

Clarendon House  
Church Street  
Hamilton, HM 11  
Bermuda

*Principal place of business*

*in Hong Kong:*  
Unit 3411, 34/F., COSCO Tower  
Grand Millennium Plaza  
183 Queen’s Road Central  
Hong Kong

*Notes:*

1. Any shareholder entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote on the same occasion.
2. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the Meeting, either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting or any adjourned meeting thereof (as the case may be), the more senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. In order 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 of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., 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 adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the Meeting or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.