



## LO'S ENVIRO-PRO HOLDINGS LIMITED

### 勞氏環保控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 309)

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“Meeting”) of Lo’s Enviro-Pro Holdings Limited (the “Company”) will be held at Ballroom, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on 27th June, 2007 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

### ORDINARY RESOLUTIONS

1. **“THAT** the sale and purchase agreement (the “Sale and Purchase Agreement”) 27th April, 2007 entered into between Tsinghua Daring (China) Holdings Limited and Victory Joy International Limited, relating to the sale and purchase of the 65 per cent. of the issued share capital of Seasun Group Limited at a consideration of HK\$45,000,000, a copy of the which has been produced at the Meeting marked “A” and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified and the transactions contemplated in the Sale and Purchase Agreement be and are hereby approved, and the directors of the Company (the “Directors”) be and are hereby authorised to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Sale and Purchase Agreement.”
2. **“THAT** the shareholders’ agreement (the “Shareholders’ Agreement”) to be entered into between Tsinghua Daring (China) Holdings Limited, Victory Joy International Limited and Seasun Group Limited, a copy of the substantial form of the shareholders’ agreement which has been produced at the Meeting marked “B” and signed by the chairman of the Meeting for identification purpose, be and is hereby approved and the transactions contemplated in the Shareholders’ Agreement be and are hereby approved, and the Directors be and are hereby authorised to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Shareholders’ Agreement.”
3. **“THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Cayman Islands law to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meetings.”;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlement or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

4. **“THAT:**

(a) the general mandate granted to the directors of the Company to exercise the power of the Company to repurchase shares of the Company pursuant to ordinary resolution no. 3 passed by the shareholders of the Company at its annual general meeting held on 25th August, 2006, to the extent not already exercised by the Directors, be and is hereby revoked provided that any exercise of powers of the Company to repurchase shares in the capital of the Company under the general mandate to repurchase shares of the Company granted to the Directors at its general meeting held on 25th August, 2006 prior to the passing of this resolution shall not in any way be affected or prejudiced;

(b) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

(c) the total nominal amount of issued shares of the Company to be purchased pursuant to the approval in paragraph (b) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Cayman Islands law to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meetings.”

5. **“THAT** subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined below) either unconditionally or subject to such condition as may be reasonably acceptable to the Company, the directors of the Company be and are hereby authorised to allot and issue up to a maximum of not more than 5,000,000 shares (the “Consideration Share”) of par value of HK\$0.01 each in the share capital of the Company, to Tsinghau Daring (China) Holdings Limited in accordance with the terms and conditions of the Sale and Purchase Agreement be and the directors of the Company be and are hereby authorised to do all such acts and things, to do all such acts and things, to sign and execute all such further documents and to take such steps as the directors of the Company may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Consideration Shares.”

For and on behalf of the Board of  
**Lo’s Enviro-Pro Holdings Limited**  
**Lo Kou Hong**  
*Chairman*

Hong Kong, 28th May, 2007

*Registered Office:*

3rd Floor

Caltex House

258 Hennessy Road

Wanchai

Hong Kong

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) A member may appoint any number of proxies to attend in his stead at any one general meeting.
- (c) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be delivered at the Company's Share Registrar in Hong Kong, 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 the holding of the meeting or any adjournment thereof.
- (d) Delivery of the form of proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (e) In relation to the ordinary resolutions nos. 3 and 4 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

*As at the date of this announcement, the executive directors of the Company are Dr. Lo Kou Hong, Ms. Ko Lok Ping, Maria Genoveffa, Mr. Leung Tai Tsan, Charles and Mr. Cheung Pui Keung, James and the independent non-executive directors of the Company are Mr. Cheng Kai Tai, Allen, Mr. Chiu Wai Piu and Mr. Wang Qi.*

“Please also refer to the published version of this announcement in China Daily”