



## 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Lo’s Enviro-Pro Holdings Limited (the “**Company**”) will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 10 December 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT** the conditional agreement relating to the sale and purchase of 58 shares and subscription of 40 shares in Peixin Group Ltd. (“**Peixin**”) dated 26 October 2008 entered into between ITAD Biotechnology Ltd. (“**ITAD**”), the Company and Peixin (the “**Acquisition Agreement**”) and a supplemental agreement to the Acquisition Agreement dated 3 November 2008 entered into between ITAD, the Company and Peixin (the “**Supplemental Agreement**”) (copies of the Acquisition Agreement and the Supplemental Agreement are produced to the EGM marked “A” and “B” respectively and signed by the chairman of the EGM for the purpose of identification), and the transactions contemplated under the Acquisition Agreement (as supplemented by the Supplemental Agreement), including but not limited to, the acquisition of the Sale Shares (as defined in the Acquisition Agreement) by the Company from ITAD for a purchase price of HK\$65,000,000 (the “**Sale Shares Consideration**”) and the subscription of the Allotment Shares (as defined in the Acquisition Agreement) by the Company at the subscription price of HK\$44,800,000 (the “**Allotment Shares Consideration**”) be and are hereby approved, confirmed and ratified and that any one of the directors of the Company (the “**Directors**”) be and is hereby authorized to implement all the transactions referred to in the Acquisition Agreement (as supplemented by the Supplemental Agreement) and to do all such acts and things and execute all such documents in his absolute discretion as he deems fit or appropriate to give effect to the Acquisition Agreement (as supplemented by the Supplemental Agreement) and the arrangements contemplated thereunder.”

2. “**THAT** subject to completion of the Acquisition Agreement (as supplemented by the Supplemental Agreement), the terms and conditions of a subscription agreement for the subscription of the Convertible Notes (as defined in the Acquisition Agreement (as supplemented by the Supplemental Agreement) in the principal sum of HK\$65,000,000 to be entered into between the Company and ITAD (the “**Subscription Agreement**”) (a copy of which is produced to the EGM marked “C” and signed by the chairman of the EGM for the purpose of identification) be and are hereby approved and subject to and conditional upon the Company obtaining all consents and approvals (if required) from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the issuance of the Convertible Notes, the issuance of the Convertible Notes for satisfaction of the Sale Shares Consideration be and is hereby approved and any one of the Directors be and is hereby authorized to implement all the transactions referred to in the Subscription Agreements and to do all such acts and things and execute all such documents in his absolute discretion as he deems fit or appropriate to give effect to the Subscription Agreement and the issuance of the Convertible Notes and the arrangement contemplated thereunder.”
3. “**THAT** subject to and conditional upon (a) the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Conversion Shares (as defined below); and (b) the passing of resolutions numbered 1 and 2 above, the Directors be and are hereby generally and specifically authorized to allot and issue up to 209,677,419 shares (or such number as adjusted as a result of the adjustment made in the conversion price under the Convertible Notes) of HK\$0.01 each (the “**Conversion Shares**”) in the share capital of the Company (the “**Specific Mandate**”) upon the exercise of the conversion rights attached to the Convertible Notes and any one of the Directors be and is hereby authorized to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the Convertible Notes under the Specific Mandate and to do all such acts and things as he considers necessary or expedient in connection with the issue of the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Notes.”
4. “**THAT** the balance of net proceeds in the sum of approximately HK\$69,500,000 (the “**Balance Net Proceeds**”) from the placement of 25,000,000 of HK\$0.01 each in the share capital of the Company pursuant to the placement agreement dated 14 May 2007 between the Company and KGI Capital Asia Limited as stated in the announcement and the circular of the Company dated 15 May 2007 and 6 June 2007 respectively be applied for use towards payment of the Allotment Shares Consideration and as the working capital of the Company in addition to funding the project relating to the medical waste treatment in the People’s Republic of China (as announced on 29 November 2006 and 4 May 2007), and the Directors be and are hereby authorized to apply HK\$44,800,000 out of the Balance Net Proceeds towards payment of the Allotment Shares Consideration and to apply the remaining amount of the Balance Net Proceeds as the working capital of the Company, and all actions done prior to the resolution are hereby approved, confirmed and rectified, and any one of the Directors be authorized to do all such acts and things and execute all such documents in his absolute discretion as he deems fit or appropriate for applying the use of the Balance Net Proceeds towards payment of the Allotment Shares Consideration and as the working capital of the Company.”

By Order of the Board of  
**LO’S ENVIRO-PRO HOLDINGS LIMITED**  
**LO KOU HONG**  
*Chairman*

Hong Kong, 24 November 2008

*Head office and principal place  
of business in Hong Kong:*

3rd Floor, Caltex House  
258 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

- (i) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (ii) 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 that power or authority, must be deposited at the Company's Share Registrar in Hong Kong, Tricor 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 or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) As at the date of this notice, the Board of Directors of the Company comprises:

*Executive Directors:*

Dr. Lo Kou Hong (*Chairman and Managing Director*)  
Ms. Ko Lok Ping, Maria Genoveffa  
Mr. Leung Tai Tsan, Charles  
Mr. Cheung Pui Keung, James

*Non-executive Director:*

Professor Bai Qingzhong

*Independent Non-Executive Directors:*

Mr. Cheng Kai Tai, Allen  
Mr. Chiu Wai Piu  
Mr. Wang Qi