



Golden Dragon Group (Holdings) Limited 金龍集團(控股)有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code 329)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of Golden Dragon Group (Holdings) Limited (the "Company") will be held at 12:00 noon on Friday, 22 December 2006 at Rooms 1010-12, 10th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

"THAT

- (a) the execution of the New Supply of the Products Agreement (as defined in the circular of the Company dated 7 December 2006 (the "Circular") of which this notice forms part) and entered into between 金龍藥業有限公司 (Jinlong Pharmaceutical Company Limited), an indirect wholly-owned subsidiary of the Company and 北京賽波特如煙科技發展有限公司 (Beijing SBT Ruyan Technology Development Company Limited) (a copy of the New Supply of the Products Agreement was tabled at the meeting marked "A" and signed by the Chairman for the purpose of identification) to renew and amend the terms and conditions of the Continuing Connected Transactions (as defined in the Circular) which will continue to be carried out in the ordinary course of business of the Group and the Continuing Connected Transactions as renewed and amended be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps in relation to the Continuing Connected Transactions, being RMB180 million (approximately HK\$176.4 million) for the financial year ending 31 December 2007, RMB250 million (approximately HK\$245 million) for the financial year ending 31 December 2008 and RMB300 million (approximately HK\$294 million) for the financial year ending 31 December 2009 be and are hereby approved, ratified and confirmed; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things as may be considered necessary or expedient in his absolute discretion to implement the New Supply of the Products Agreement and the Continuing Connected Transactions."

By order of the Board
Wong Yin Sen
Chairman

Hong Kong, 7 December 2006

Principal Place of Business:
Rooms 1010-12, 10th Floor,
West Tower, Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy of that power of attorney or authority must be returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event by no later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. A form of proxy for use at the EGM is enclosed herewith.
5. Pursuant to the articles of association of the Company, a resolution put to vote at general meeting shall be decided on a show of hands unless a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded:
 - (a) by the chairman of such meeting; or
 - (b) by at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
 - (c) by a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
 - (d) by a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a member or in case of a member being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a member.

As at the date of this announcement, the executive Directors are Mr. Wong Yin Sen, Mr. Hon Lik, Mr. Wong Hei Lin, Mr. Li Kim Hung, Isaacs; the non-executive Director is Ms. Cheng Kong Yin; and the independent non-executive Directors are Mr. Pang Hong, Mr. Cheung Kwan Hung, Anthony and Mr. Ding Xun.