



# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Golden Dragon Group (Holdings) Limited (the “Company”) will be held at Rooms 1010-12, 10th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 8 June 2006, Thursday at 3:00 p.m. (the “Meeting”) for the following purposes:

- To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2005.
- To re-elect the retiring directors of the Company (individually, a “Director” and collectively, the “Directors”) and to authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.
- To re-appoint auditors and to authorize the Board to fix their remuneration.
- As a special business, to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

##### (a) “THAT

- subject to paragraph (iii) of this Resolution, 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 additional shares of HK\$0.10 each in the capital of the Company (the “Share”) 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;
- the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), by the Directors pursuant to the approval in paragraph (i) of this Resolution, otherwise than pursuant to (aa) a Rights Issue (as defined below); or (bb) the exercise of any option granted under any Share Option Scheme (as defined below); or (cc) any scrip dividend or other similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”); or (dd) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- for the purpose of this Resolution:
  - “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
    - the conclusion of the next annual general meeting of the Company;
    - the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
    - the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.
  - “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members 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 entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).
  - “Share Option Scheme” means a share option scheme or similar arrangement of the Company adopted from time to time in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

##### (b) “THAT

- subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange and other regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- the aggregate nominal amount of the share capital of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - the conclusion of the next annual general meeting of the Company;
  - the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.”

- “THAT conditional upon Resolution 4(a) and Resolution 4(b) as set out in the notice of the annual general meeting of the Company dated 27 April 2006 (the “AGM Notice”) being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by Company under the authority granted pursuant to Resolution 4(b) as set out in the AGM Notice (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Resolution 4(b) as set out in the AGM Notice) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4(a) as set out in the AGM Notice.”
- As a special business, to consider and if thought fit, pass with or without modification, the following resolution as special resolution:

#### SPECIAL RESOLUTION

“THAT” the existing Articles of Association be and are hereby amended in the following manner:

- by deleting Article 2(2)(e) in its entirety and substituting therefor a new Article 2(2)(e) in the following form:
 

“(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;”
- by inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “a show of hands unless” in the third sentence of Article 66;
- by deleting the full-stop at the end of sub-paragraph (d) of Article 66 and replacing therewith a semicolon and the word “or” and also inserting the following new sub-paragraph (e);
- by deleting the second sentence of Article 68 in its entirety and substituting therefor the following new sentence:
 

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”
- by deleting the last sentence of Article 86(3) in its entirety and substituting therefor the following new sentence:
 

“Any Director so appointed by the Board shall hold office, in the case of filling a casual vacancy, until the next following general meeting, and in the case of an addition to the existing Board, until the next following annual general meeting of the Company, and shall then be eligible for re-election at such meeting.”;
- by deleting Article 86(5) in its entirety and substituting therefor a new Article 86(5) in the following form:
 

“(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”;
- by deleting Article 87(1) in its entirety and substituting therefor a new Article 87(1) in the following form:
 

“87(1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specified term or holding office as chairman of the Board and/or managing director of the Company) shall be subject to retirement by rotation at least once every three years.”;
- by deleting the last sentence in the Article 87(2) in its entirety and substituting therefor the following new sentence:
 

“(2) Any Director appointed pursuant to Article 86(2) shall, but any Director appointed pursuant to Article 86(3) shall not, be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”

By order of the Board  
**Golden Dragon Group (Holdings) Limited**  
**Wong Yin Sen**  
Chairman

Hong Kong, 27 April 2006

#### Notes:

- The Register of Members will be closed from 5 June 2006 to 8 June 2006 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on 2 June 2006.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or, if holding two or more Shares, more than one proxy to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney, if any, or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding in person at the general meeting or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.
- In the case of joint holders of any Share, any one of such joint holders may vote at the annual general meeting of the Company, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- An explanatory statement regarding the general mandate for the purchase of Shares sought in Resolution 4(b) is set out in appendix II to the circular of the Company dated 27 April 2006 of which this AGM Notice forms part.
- With respect to Resolution 2 of this AGM Notice, Messrs. Hon Lik, Pang Hong and Song Xiao Hai shall retire from the office of directorship and shall offer themselves for re-election at the Meeting in accordance with the Articles of Association. Details of the said Directors are set out in Appendix I to a circular the Company dated 27 April 2006 of which this AGM Notice forms part.
- As at the date of this AGM Notice, 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. Song Xiao Hai.