



ARTEL SOLUTIONS GROUP HOLDINGS LIMITED

宏通集團控股有限公司\*

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

**(Stock code: 931)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of Artel Solutions Group Holdings Limited (the “**Company**”) will be held at Flat 18, 1/F, Flourish Industrial Building, 33 Sheung Yee Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 11 February 2008 at 11:00 a.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:**

- (a) the terms and conditions of the subscription agreement dated 15 January 2008 (the “**Subscription Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company as issuer and Mr. Kan Che Kin, Billy Albert as subscriber (the “**Subscriber**”) pursuant to which the Company has conditionally agreed to issue and the Subscriber has conditionally agreed to subscribe for the convertible notes (the “**Convertible Notes**”) in an aggregate principal amount of HK\$358 million at an initial conversion price of HK\$0.0386 per share (the “**Share(s)**”) of HK\$0.01 each in the capital of the Company, be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Notes by the Company to the Subscriber or its nominee(s) pursuant to the terms and conditions of the Subscription Agreement and the allotment and issue of new Shares by the Company upon the exercise of the conversion rights under the Convertible Notes be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Subscription Agreement, the Convertible Notes and all transactions contemplated thereunder.”

\* *for identification purposes only*

2. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 to HK\$400,000,000 by the creation of additional 30,000,000,000 new Shares, such additional Shares to rank pari passu in all respects with the existing Shares.”

By Order of the Board  
**Artel Solutions Group Holdings Limited**  
**Kan Che Kin, Billy Albert**  
*Chairman*

Hong Kong, 25 January 2008

*As at the date of this notice, the executive directors of the Company are Mr. Kan Che Kin, Billy Albert, Mrs. Kan Kung Chuen Lai, Ms. Li Shu Han, Eleanor Stella, Mr. Li Kai Yien, Arthur Albert and Mr. Yu Pen Hung and the independent non-executive directors of the Company are Mr. Li Siu Yui, Mr. Ip Woon Lai and Mr. Lee Kong Leong.*

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

*Head office and principal place of business in Hong Kong:*  
Flat 18, 1st Floor  
Flourish Industrial Building  
33 Sheung Yee Road  
Kowloon Bay  
Kowloon  
Hong Kong

- Notes:*
1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if he is holder of two or more Shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
  2. In the case of joint registered holders of any Shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Shares.
  3. In order to be valid, the form of proxy when duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Standard 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 EGM or any adjourned meeting.
  4. Completion and delivery of the form of proxy will not preclude members from attending and voting at the EGM or any adjournment thereof, in which case the form of proxy shall be deemed to be revoked.