



# **JIA SHENG HOLDINGS LIMITED**

## **嘉盛控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 729)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of Jia Sheng Holdings Limited (“Company”) will be held at 15th Floor, W Square, Nos. 314-324 Hennessy Road, Wanchai, Hong Kong on Friday, 14 November 2008 at 11:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** the sale and purchase agreement (“Agreement”) dated 25 September 2008 entered into among Lucky Metro Trading Ltd. as the seller (“Seller”), Costar Universal Limited as the purchaser (“Purchaser”), Yee Pui Jic as the guarantor of the Purchaser (“Guarantor”) and Unicla International Limited in relation to the disposal by the Seller to the Purchaser 21,750,000 shares (“Sale Shares”) of HK\$1.00 each in the capital of Unicla International Limited (a copy of which is marked “A” and produced to this meeting and signed by the chairman of this meeting for identification purpose) and the transactions contemplated under the Agreement be and are hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents (with the Company’s seal affixed thereto, if applicable) which in their opinion may be necessary, desirable or expedient for the implementation of and giving effect to the Agreement and any or all of the transactions contemplated thereunder.”

By order of the Board

**Jia Sheng Holdings Limited**

**Yip Chi Chiu**

*Deputy Chairman & Chief Executive Officer*

Hong Kong, 30 October 2008

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

15th Floor  
W Square  
Nos. 314-324 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and in such event, the form of proxy shall be deemed to be revoked.
4. As at the date hereof, the board of directors of the Company comprises:

*Executive directors:*

Mr. Yip Chi Chiu (*Deputy Chairman and Chief Executive Officer*)  
Mr. Lo Wing Yat  
Mr. Leung Chung Tak Barry (*Chief Operating Officer and Chief Project Officer*)  
Mr. So George Siu Ming (*Chief Financial Officer*)

*Non-executive directors:*

Mr. Chak Chi Man  
Mr. Takehiko Wakayama  
Mr. Wong Kwok Kuen

*Independent non-executive directors:*

Mr. Chan Yuk Tong  
Mr. Fei Tai Hung  
Mr. Tse Kam Fow