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**YU MING INVESTMENTS LIMITED**  
**禹銘投資有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 666)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HERE BY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Yu Ming Investments Limited (the “**Company**”) will be held at 4:30 p.m. on 24th March, 2009 at Plaza V, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions as the ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** :

- (a) the authorised share capital of the Company be and is hereby increased from HK\$300,000,000 to HK\$700,000,000 by the creation of an additional 4,000,000,000 shares of HK\$0.10 each (the “**Increase in Authorised Share Capital**”; and
- (b) any one of the directors of the Company (the “**Directors**”) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in and for giving effect to the Increase in Authorised Share Capital.”

2. “**THAT**, conditional upon (i) the passing of the ordinary resolution numbered 1 set out in the notice convening this Meeting; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares (as defined below) in their nil-paid and fully-paid forms, the 2011 Warrants (as defined below) and the shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) which may fall to be issued upon the exercise of the subscription rights attaching to the 2011 Warrants; (iii) the registration and filing of all relevant documents relating to the Rights Issue (as hereinafter defined) required by law to be registered or

filed with the Registrar of Companies in Hong Kong; and (iv) the obligations of Get Nice Securities Limited (the “**Underwriter**”) under the underwriting agreement dated 13th February, 2008 (the “**Underwriting Agreement**”, a copy of which has been produced to this Meeting marked “A” and signed by the Chairman of this Meeting for the purpose of identification, including, if any, all supplemental agreements relating thereto) made between the Company and the Underwriter becoming unconditional and the Underwriting Agreement not being terminated in accordance with its terms:

- (a) the issue, by way of a rights issue, of not less than 1,869,172,517 new Shares and not more than 2,243,006,386 new Shares (the “**Rights Shares**”), such Rights Shares to be issued at a subscription price of HK\$0.10 per Rights Share (the “**Subscription Price**”) to the shareholders of the Company (“**Shareholders**”) whose names appear on the register of members of the Company on the relevant record date by reference to which entitlements under the Rights Issue will be determined (other than those Shareholders with registered addresses outside Hong Kong and which the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant jurisdiction or any requirements of the relevant regulatory body or stock exchange in that jurisdiction) (the “**Excluded Shareholders**”) in the proportion of one Rights Share for every one Share then held on the relevant record date and otherwise pursuant to and in accordance with the terms and conditions set out in the circular dated 6th March, 2009 (the “**Circular**”) dispatched by the Company to the Shareholders (a copy of which has been produced to this Meeting marked “B” and signed by the Chairman of this Meeting for the purpose of identification) (the “**Rights Issue**”) be and is hereby approved;
- (b) the creation and issue of the warrants (the “2011 Warrants”) conferring rights on holders thereof to subscribe for new Shares at the initial subscription price of HK\$0.10 per Share (subject to adjustment) during the period from the date of first issue of the 2011 Warrants to the date immediately preceding the second anniversary of the date of first issue of the 2011 Warrants, subject to the terms substantially set out in the instrument constituting the 2011 Warrants (“**Warrant Instrument**”) (a copy of the final draft of which has been produced to this Meeting marked “C” and signed by the Chairman of this Meeting for the purpose of identification) to be executed by way of deed poll by the Company, by way of bonus to successful applicants of the Rights Shares under the Rights Issue on the basis of one 2011 Warrant for every five Rights Shares taken up under the Rights Issue (the “2011 Warrants Issue”) be and is hereby approved provided that fractional entitlements to the 2011 Warrants shall not be issued but shall be aggregated and sold for the benefit of the Company;
- (c) (i) the Directors be and are hereby authorised to allot and issue up to a maximum of not more than 2,243,006,386 Rights Shares and up to a maximum of not more than 448,601,277 2011 Warrants pursuant to or in

connection with the Rights Issue and the 2011 Warrants Issue respectively and the Shares which may fall to be issued upon the exercise of the subscription rights attaching to the 2011 Warrants in accordance with the terms and conditions of the Rights Issue and the 2011 Warrants Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders; and (ii) the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements or Excluded Shareholders as they may, in their absolute discretion, deem necessary or expedient or appropriate; and

- (d) the Directors be and are hereby authorized to do all such acts and things and to sign and execute all such further deeds, documents, instruments (including the Warrant Instrument), agreements and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue and the 2011 Warrants Issue and all transactions contemplated thereunder.”

*As at the date of this announcement, the board of directors of the Company comprises eight directors of which Mr. Lee Wa Lun, Warren (managing director), Mr. Lo King Yau, Edwin and Mr. Wong Tai Chun, Mark are executive directors; Mr. Arthur George Dew and Mr. Lee Yip Wah, Peter are non-executive directors; and Mr. So Shu Fai, Ambrose, Mr. Albert Ho and Ms. Lam Tak Yee are independent non-executive directors.*

By order of the board of  
**YU MING INVESTMENTS LIMITED**  
Lee Yip Wah, Peter  
**Company Secretary**

Hong Kong, 6<sup>th</sup> March, 2009

*Notes:*

1. 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 in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at Tricor Secretaries Limited, the share registrar of the Company, 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.
3. The register of members and the register of holder of 2009 Warrants of the Company will be closed from Thursday, 19<sup>th</sup> March, 2009 to Tuesday, 24<sup>th</sup> March, 2009, both days inclusive. No transfer of Shares, warrants issued by the Company on 29<sup>th</sup> May, 2008 (“2009 Warrants”) and no subscription of Shares by way of exercise of rights attached to the 2009 Warrants will be registered during this period.