



雲南實業控股有限公司

YUNNAN ENTERPRISES HOLDINGS LIMITED

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

(Stock Code: 0455)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “EGM”) of the shareholders of Yunnan Enterprises Holdings Limited (the “Company”) will be held at Suite 2405-2410, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong on 10 December 2007 at 3:00 p.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**

- (i) conditional upon the Listing Committee of The Hong Kong Stock Exchange Limited approving the listing of and granting the permission to deal in the Consideration Shares (as defined in sub-paragraph (ii) below) to be issued to Tianda Group Limited (“**Tianda**”) under the acquisition agreement dated 25 October 2007 (the “**Acquisition Agreement**”) as defined in the circular dated 23 November 2007 despatched to the shareholders of the Company (the “**Circular**”), 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, the Acquisition Agreement and the transactions contemplated thereunder (including but not limited to the acquisition of the Sale Share and the Sale Loan (as defined in the Circular) by the Company from Tianda, and the issuance and allotment of the Consideration Shares), be hereby approved, confirmed and ratified; and
- (ii) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of 428,205,128 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Consideration Shares**”) at the price of HK\$0.39 per share to Tianda.”

2. “**THAT** conditional upon the passing of the resolution no. 1 above and subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission and any conditions that may be imposed thereon, the waiver of the obligation of Tianda and parties acting in concert with it to make a mandatory general offer arising from the issue of the Consideration Shares under the Acquisition Agreement pursuant to Note 1 to the Notes on dispensations of Rule 26 of the Code on Takeovers and Mergers (the “**Whitewash Waiver**”) be and is hereby approved and that any one or more of the Directors be and is/are hereby authorised to take such action and execute such documentation as he/they may in his/their absolute discretion consider necessary, desirable or expedient to give effect to any matters relating to or in connection with the Whitewash Waiver.”
3. “**THAT** the authorised share capital of the Company be hereby increased from HK\$100,000,000 to HK\$200,000,000 to be divided into 2,000,000,000 ordinary shares of HK\$0.10 each by the creation of additional 1,000,000,000 unissued shares of the Company and such new shares to rank pari passu with the existing shares in all respect.”

By Order of the Board of  
**YUNNAN ENTERPRISES HOLDINGS LIMITED**  
**MA Pizhi**  
*Managing Director*

Hong Kong, 23 November 2007

*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 instead of him. A proxy need not be a member of the Company.
2. 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 thereof, must be lodged with the head office and principal place of business of the Company in Hong Kong at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

3. The Board of Directors of the Company comprises:

*Executive Directors:*

LI Suiming (*Chairman*)

MA Pizhi (*Managing Director*)

Li Guanglin

FANG Wen Quan

LIU Huijiang

*Independent Non-Executive Directors:*

HO Wing Fun

WU Wen Jing, Benjamin

LAM Yat Fai