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BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED

美麗中國控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 0706)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Beautiful China Holdings Company Limited (the “**Company**”) will be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 23 December 2013 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (i) the authorized share capital of the Company be and is hereby increased from HK\$300,000,000 divided into 3,000,000,000 shares of a par value of HK\$ 0.10 each to HK\$600,000,000 divided into 6,000,000,000 shares of a par value of HK\$0.10 each by the creation of an additional 3,000,000,000 unissued shares of a par value of HK\$0.10 each (the “**Proposed Increase in Authorised Share Capital**”); and
- (ii) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts or things deemed by him/her to be appropriate, incidental to, ancillary to or in connection with and/or to effect the Proposed Increase in Authorised Share Capital.”

2. **“THAT**, conditional upon the Proposed Increase in Authorised Share Capital (as defined in Resolution No. 1 in the notice convening the SGM (as defined in the circular of the Company dated 6 December 2013 (the “**Circular**”), a copy of which has been produced to the SGM (as

defined in the Circular), marked “A” and initialed by the chairman of the SGM (as defined in the Circular) for the purpose of identification) becoming effective, and fulfillment of the conditions precedent of the Subscription Agreement (as defined in the Circular) :

- (a) the Subscription Agreement (as defined in the Circular) be and is hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorized to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate; and
 - (b) any one director of the Company be and is hereby authorized to do all such acts and things and execute such documents and take all steps which, in his/her opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the Subscription Agreement (as defined in the Circular) for and on behalf of the Company.”
3. “**THAT**, subject to the passing of the resolutions set out as Resolution Nos.1 and 2 in the notice convening the SGM (as defined in the Circular), the Whitewash Waiver (as defined in the Circular) granted or to be granted by the Executive (as defined in the Circular) to the Subscriber (as defined in the Circular) be and is hereby approved and any one director of the Company be and is hereby authorised to do all such things and take all such action as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver (as defined in the Circular).”

By Order of the Board
Beautiful China Holdings Company Limited
Tan Shu Jiang
Executive Director

Hong Kong, 6 December 2013

Notes:

1. A member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the special general meeting or any adjournment thereof, should he/she so wish.

3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
5. The form of proxy for use at the SGM is enclosed herewith.

As at the date of this notice, the board of the directors (“Directors”) of the Company comprises Mr. Sze Wai, Marco, Mr. Tan Shu Jiang, Mr. Mao Zhenhua and Mr. Shentu Jun as executive Directors, and Mr. Lai Yip Wing, Mr. Chan Ming Sun, Jonathan and Mr. Chong Yiu Kan, Sherman as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement contained in this announcement misleading.