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## **NEPTUNE GROUP LIMITED**

**海王國際集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Neptune Group Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on 7 October 2009 at 9:00 a.m., for the purpose of considering and, if thought fit, passing with or without modification the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (either unconditionally or subject only to conditions to which the Company does not reasonably object) the listing of, and permission to deal in, the Reduced Shares (as defined below) and (ii) the Capital Reduction (as defined below) becoming effective on the registration by the Registrar of Companies in Hong Kong of a copy of resolution passed by the holders of the shares of the Company, a copy of a minute containing the particulars required under section 61A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “Companies Ordinance”) and a statement in the prescribed form signed by an officer of the Company certifying that the relevant conditions under the Companies Ordinance have been satisfied:

- (i) the authorised share capital of the Company be reduced from HK\$10,000,000,000 divided into 50,000,000,000 shares of HK\$0.20 each to HK\$500,000,000 divided into 50,000,000,000 shares of HK\$0.01 each (the “Reduced Shares”) and that such reduction be effected by cancelling capital paid up or credited as paid up to the extent of HK\$0.19 per share upon each of the shares in issue and by reducing the nominal value of all the issued and unissued shares in the capital of the Company from HK\$0.20 to HK\$0.01 per share (the “Capital Reduction”);
- (ii) subject to the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the share premium account of the Company;

- (iii) all of the Reduced Shares resulting from the Capital Reduction shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the Company's articles of association; and
- (iv) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction and application of credit arising from the Capital Reduction."

By order of the Board  
**Neptune Group Limited**  
**Lin Cheuk Fung**  
*Chairman*

Hong Kong, 14 September 2009

*Registered office:*

Room 1601  
16th Floor, China United Centre  
28 Marble Road  
North Point  
Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed with the circular despatched to the shareholders of the Company on 14 September 2009.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding of the above meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

*As at the date of this notice, the Board comprises Mr. Lin Cheuk Fung, Mr. Nicholas J. Niglio, Mr. Chan Shiu Kwong, Stephen, Mr. Lau Kwok Hung and Mr. Wan Yau Shing, Ban (all being executive Directors), Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Mr. Wong Tat Tung (all being independent non-executive Directors).*