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LUEN THAI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Luen Thai Holdings Limited (the “Company”) will be held at Room 1004, 10/F, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 31 December 2008 at 2:30 p.m. to consider, and if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (a) the New Master Agreement and the transactions thereunder (as defined in the circular of the Company dated 15 December 2008 (the “**Circular**”) and the Proposed Caps (both as defined in the Circular) be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to take all steps necessary or expedient in their opinion to implement and/or to give effect of the New Master Agreement and the transactions thereunder.”

Yours faithfully,
By Order of the Board
Luen Thai Holdings Limited
Roy Chiu Chi Cheung
Company Secretary

Hong Kong, 15 December 2008

Registered Office:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman
KY1-111 Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*
5/F, Nanyang Plaza
57 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
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 seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a 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 branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Ltd., at Rooms 1806–1807, 18/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.

As at the date of this notice, the Board comprised five executive Directors, namely, Mr. Tan Siu Lin (Chairman), Mr. Tan Henry, Mr. Tan Sunny, Mr. Tan Cho Lung, Raymond and Ms. Mok Siu Wan, two non-executive Directors, namely Mr. Tan Willie and Mr. Lu Chin Chu and three independent non-executive Directors, namely, Mr. Chan Henry, Mr. Cheung Siu Kee and Mr. Seing Nea Yie.

Website: www.luenthai.com