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GUOCANG GROUP LIMITED

國藏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 559)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an special general meeting of Guocang Group Limited (the “Company”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 18 September 2014 at 4:30 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. “THAT:

- (a) the sale and purchase agreement dated 24 July 2014 (the “SPA”) (a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for the purpose of identification) entered into between the Company, and Zhan Liang Holdings Limited (the “Purchaser”), pursuant to which, among other things, the Company conditionally agreed to sell and the Purchaser conditionally agreed to purchase the entire issue share capital of Hua Yi Copper (BVI) Limited (the “Target Company”) for a consideration of HK\$136.5 million or the appraised value of the Target Company and its subsidiaries conducted by an independent professional valuer (whichever is lower) on terms and conditions as set out in the SPA, and the transactions contemplated thereunder be and are hereby generally and unconditionally approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to do such acts and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated in or relating to the SPA as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the SPA and the implementation of all transactions contemplated thereunder.”

By order of the Board
Guocang Group Limited
Chi Chi Hung Kenneth
Executive Director

Hong Kong, 29 August 2014

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such person may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the executive Directors are Mr. Wong Hin Shek and Mr. Chi Chi Hung Kenneth; and the independent non-executive Directors are Mr. Chiu Wai On, Mr. Man Kwok Leung and Dr. Wong Yun Kuen.