THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in U-RIGHT International Holdings Limited (Provisional Liquidators Appointed) ("Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

U-RIGHT INTERNATIONAL HOLDINGS LIMITED

(Provisional Liquidators Appointed)

佑威國際控股有限公司*

(已委任臨時清盤人)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING 2013

A letter from the Board and the Provisional Liquidators of the Company is set out on pages 3 to 6 of this circular.

A notice convening the annual general meeting of the Company ("AGM") to be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong, on 26 September 2013, Thursday at 3:30 p.m. is set out on pages 11 to 14 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and on the website of the Company at www.uright-627.info.

Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

This Chinese version of this circular is for reference only. Should there be any discrepancies, the English version shall prevail.

* *For identification purposes only*

27 August 2013

CONTENTS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company for the year 2013 to be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on 26 September 2013, Thursday at 3:30 p.m., notice of which is set out on pages 11 to 14 of this circular, or any adjournment thereof
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company
"Company"	U-RIGHT International Holdings Limited (Provisional Liquidators Appointed), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and all of its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution at the AGM
"Latest Practicable Date"	23 August 2013, Friday, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan

"Provisional Liquidators"	Messrs. Lai Kar Yan (Derek) and Yeung Lui Ming of Deloitte Touche Tohmatsu, in their capacity as joint and several provisional liquidators of the Company pursuant to an order of the High Court of Hong Kong dated 6 October 2008
"Resumption Conditions"	the conditions for the resumption of the trading in the Shares on the Stock Exchange as set out in the letter dated 26 April 2013 from the Stock Exchange to the Company and which had been set out in the announcements of the Company dated 26 April 2013 and 9 July 2013 and the circular of the Company dated 26 July 2013
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
"Shareholder(s)"	the registered holder(s) of the ordinary shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

U-RIGHT INTERNATIONAL HOLDINGS LIMITED
(Provisional Liquidators Appointed)
佑威國際控股有限公司*
(已委任臨時清盤人)
(Incorporated in Bermuda with limited liability)
(Stock Code: 00627)

Board of Directors
Executive Directors:
TANG Kwok Hung
NG Cheuk Fan Keith

Independent Non-executive Directors:
CHUNG Wai Man
MAK Ka Wing Patrick
CHAN Chi Yuen

Joint and Several Provisional Liquidators
LAI Kar Yan (Derek) and
YEUNG Lui Ming

Registered office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong
35th Floor, One Pacific Place
88 Queensway
Hong Kong

27 August 2013

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING 2013

1. INTRODUCTION

The purpose of this circular is to inform you of the AGM which will be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on 26 September 2013, Thursday at 3:30 p.m. and also to provide you with information in relation to the resolutions to be proposed at the AGM for the approval, among other matters, (i) to receive and adopt the audited consolidated financial statements and the reports of the Directors and of the auditors of the Company for the year ended 31 March 2013; (ii) to re-elect the Directors; and (iii) to grant the Issue Mandate.

* *for identification purposes only*

2. RE-ELECTION OF DIRECTORS

Bye-law 84 of the Bye-laws provides, amongst others, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Moreover, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

At the 2012 annual general meeting of the Company held on 22 August 2012, Mr. NG Cheuk Fan Keith, Mr. CHUNG Wai Man, Mr. MAK Ka Wing Patrick and Mr. CHAN Chi Yuen were re-elected as the Directors of the Company and they shall hold office until the next annual general meeting of the Company after their re-election. Accordingly, Mr. NG Cheuk Fan Keith, Mr. CHUNG Wai Man, Mr. MAK Ka Wing Patrick and Mr. CHAN Chi Yuen shall retire and, being eligible, have offered themselves for re-election at the AGM.

Particulars relating to each of Mr. NG Cheuk Fan Keith, Mr. CHUNG Wai Man, Mr. MAK Ka Wing Patrick and Mr. CHAN Chi Yuen are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

The previous general mandate granted to the Directors at the 2012 annual general meeting of the Company held on 22 August 2012 to exercise powers of the Company to allot, issue and deal with the share capital of the Company will expire at the AGM. The Board had not utilized any part of the previous general mandate.

An ordinary resolution will be proposed at the AGM to approve the grant of Issue Mandate to the Directors to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution at the AGM. As at the Latest Practicable Date, there were 35,693,649 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate at the AGM and on the basis that no further Shares are issued between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 7,138,729 Shares under the Issue Mandate. If the Bonus Shares, the Subscription Shares, the Creditors Shares and the Offer Shares (as defined in the circular of the Company dated 26 July 2013) are issued before the date of the AGM, there would be 1,321,682,525 Shares in issue as at the date of the AGM, the Company would be allowed to issue up to a maximum of 264,336,505 Shares under the Issue Mandate.

The Directors have no present intention to exercise the Issue Mandate to allot, issue and deal with Shares.

The Issue Mandate shall be effective upon passing of the relevant resolution(s) at the AGM until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under the Issue Mandate by an ordinary resolution passed by the Company's shareholders in a general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

4. NOTICE OF AGM

A notice convening the AGM to be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on 26 September 2013, Thursday at 3:30 p.m. is set out on pages 11 to 14 of this circular.

The time to convene the forthcoming AGM complies with Bye-law 56 of the Company.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the designated website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.uright-627.info.

Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

At the AGM, resolutions will be proposed to approve, among other matters, the audited consolidated financial statements and reports of the Directors and of the auditors of the Company for the year ended 31 March 2013, re-election of Directors (each as a separate resolution) and the grant of the Issue Mandate.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66(1) of the Company, all the resolutions put to be voted by Shareholders at the AGM shall be taken by a poll.

An announcement will be made by the Company after the AGM on the poll results of the AGM pursuant to Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors and the Provisional Liquidators believe that the proposed re-election of the Directors at the AGM and the granting of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of the AGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading; and all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

8. CONTINUED SUSPENSION OF TRADING IN THE SHARES

Trading in the Shares on the Stock Exchange has been suspended since 17 September 2008. Until satisfaction of all the Resumption Conditions set by the Stock Exchange, trading in the Shares will continue to be suspended. The release of this circular does not indicate that the Shares will resume trading. Shareholders should note that the Shares may be delisted by the Stock Exchange in the event that the Company fails to satisfy all the Resumption Conditions or within the time stipulated by the Stock Exchange. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By Order of the Board
U-RIGHT International Holdings Limited
(Provisional Liquidators Appointed)
NG Cheuk Fan Keith
Director

For and on behalf of
U-RIGHT International Holdings Limited
(Provisional Liquidators Appointed)
LAI Kar Yan (Derek)
YEUNG Lui Ming
Joint and Several Provisional Liquidators
acting as agents for and on behalf of
U-RIGHT International Holdings Limited
without personal liability

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The details of the Directors, who will retire from office at the AGM and being eligible, have offered themselves for re-election at the AGM, are set out below:

Executive Director

Mr. Ng Cheuk Fan Keith ("**Mr. Ng**") of 35th Floor, One Pacific Place, 88 Queensway, Hong Kong, aged 52, was appointed as an executive Director and company secretary of the Company in January 2011. Mr. Ng graduated from the University of Alberta, Canada with a Bachelor's degree in Commerce, majoring in Accounting. He also received a Master of Commerce degree in Professional Accounting from the University of New South Wales, Australia. Mr. Ng is a member of the CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants.

Mr. Ng has over 20 years of experience in corporate development, corporate restructuring, management and accounting. He is currently the managing director of China Fortune Financial Group Limited (Stock code: 290). Mr. Ng was an executive director of New Environmental Energy Holdings Limited (Stock code: 3989) from 16 August 2010 to 26 May 2011 and Hao Tian Resources Group Limited (Stock code: 474) from 1 September 2009 to 20 September 2011 and an independent non-executive director of The Hong Kong Building and Loan Agency Limited (Stock code: 145) from 15 January 2010 to 2 August 2012. All aforesaid companies are listed on main board of the Stock Exchange.

As at the Latest Practicable Date, Mr. Ng does not have any interest in shares or underlying shares of the Company within the meaning of Part XV of the SFO nor does he have any relationship with any director, senior management, chief executive or substantial or controlling shareholder of the Company. Save as disclosed, Mr. Ng did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years prior to the Latest Practicable Date.

Following his re-election as an Executive Director at the previous annual general meeting of the Company held on 22 August 2012, Mr. Ng will hold office until the conclusion of the AGM. It is proposed that he will hold office until the conclusion of next annual general meeting of the Company upon his re-election at the AGM.

Mr. Ng did not receive any emoluments for his current term as an Executive Director and company secretary of the Company, and he has not entered into any service contract with the Company. Upon his being re-elected at the AGM, the Board will, after taking into consideration the recommendations of the remuneration committee, determine his remuneration with reference to his responsibility, experience and market conditions.

Independent Non-executive Directors

Mr. Chan Chi Yuen ("**Mr. Chan**") of 35th Floor, One Pacific Place, 88 Queensway, Hong Kong, aged 46, holds a Bachelor's degree with honours in Business Administration and a Master of Science degree in Corporate Governance and Directorship. He is a fellow of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and is an associate of The Institute of Chartered Accountants in England and Wales. Mr. Chan is a practicing certified public accountant and has extensive experience in financial management, corporate finance and corporate governance.

Mr. Chan is currently an executive director and chairman of Kong Sun Holdings Limited (Stock code: 295). He is also an executive director and chief executive officer of Noble Century Investment Holdings Limited (formerly known as Sam Woo Holdings Limited) (Stock code: 2322) and an independent non-executive director of Asia Energy Logistics Group Limited (Stock code: 351), China Gamma Group Limited (Stock code: 164), Jun Yang Solar Power Investments Limited (formerly known as China Gogreen Assets Investment Limited) (Stock code: 397), China Sandi Holdings Limited (formerly known as China Grand Forestry Green Resources Group Limited) (Stock code: 910), Media Asia Group Holdings Limited (formerly known as Rojam Entertainment Holdings Limited) (Stock code: 8075), and New Times Energy Corporation Limited (Stock code: 166) (redesignated from non-executive director with effect from 18 May 2012).

Mr. Chan was an independent non-executive director of The Hong Kong Building and Loan Agency Limited (stock code: 0145) from October 2009 to February 2011, Richly Field China Development Limited (stock code: 0313) from February 2009 to August 2010 and Superb Summit International Group Limited (formerly known as Superb Summit International Timeber Company Limited) (stock code: 1228) from April 2007 to June 2010 (all the aforesaid companies are listed on the main board of the Stock Exchange, except for Media Asia Group Holdings Limited which is a company listed on the Growth Enterprise Market board of the Stock Exchange).

As at the Latest Practicable Date, Mr. Chan does not have any interest in Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor does he have any relationship with any Director, senior management, chief executive or substantial or controlling Shareholder of the Company. Save as disclosed, Mr. Chan did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years prior to the Latest Practicable Date.

Following his re-election as an Independent Non-executive Director at the previous annual general meeting of the Company held on 22 August 2012, Mr. Chan will hold office until the conclusion of the AGM. It is proposed that he will hold office until the conclusion of next annual general meeting of the Company upon his re-election at the AGM.

Mr. Chan did not receive any emoluments for his current term as an Independent Non-executive Director, and he has not entered into any service contract with the Company. Upon his being re-elected at the AGM, the Board will, after taking into consideration the recommendations of the remuneration committee, determine his remuneration with reference to his responsibility, experience and market conditions.

Mr. Chung Wai Man ("**Mr. Chung**") of 35th Floor, One Pacific Place, 88 Queensway, Hong Kong, aged 55, holds a Diploma in Business Management and a Certificate of Bank of China Banking Course. He started working in The Kwangtung Provincial Bank in 1976, and his last position before leaving the bank in 1996 was a manager in charge of the Tai Po sub-branch. After leaving The Kwangtung Provincial Bank, Mr. Chung established "Raymond Chung Company", a finance and business consulting firm for corporations in Hong Kong and China. In 2004, he set up another consulting firm, Excel Linker Capital (Asia) Limited, which focused on providing financial services to corporations in China. Both Raymond Chung Company and Excel Linker Capital (Asia) Limited have been dissolved.

Mr. Chung is currently an independent non-executive director of China Kingston Mining Holdings Limited (stock code: 1380) from 6 February 2013. He was an independent non-executive director of FU JI Food and Catering Services Holdings Limited (stock code: 1175) from 1 June 2011 to 7 July 2013 and was an independent non-executive director of United Gene High-Tech Group Limited (stock code: 0399) (formerly known as Far East Pharmaceutical Technology Company Limited) from 23 March 2007 to 12 May 2009.

As at the Latest Practicable Date, Mr. Chung does not have any interest in Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor does he have any relationship with any Director, senior management, chief executive or substantial or controlling Shareholder of the Company. Save as disclosed, Mr. Chung did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years prior to the Latest Practicable Date.

Following his re-election as an Independent Non-executive Director at the previous annual general meeting of the Company held on 22 August 2012, Mr. Chung will hold office until the conclusion of the AGM. It is proposed that he will hold office until the conclusion of next annual general meeting of the Company upon his re-election at the AGM.

Mr. Chung did not receive any emoluments for his current term as an Independent Non-executive Director, and he has not entered into any service contract with the Company. Upon his being re-elected at the AGM, the Board will, after taking into consideration the recommendations of the remuneration committee, determine his remuneration with reference to his responsibility, experience and market conditions.

Mr. Mak Ka Wing Patrick ("**Mr. Mak**") of 35th Floor, One Pacific Place, 88 Queensway, Hong Kong, aged 49, is a registered solicitor of the High Court of Hong Kong and Managing Partner of Patrick Mak & Tse, Solicitors. Mr. Mak has over 10 years' legal experience as a practising solicitor. He was awarded the Common Professional Examination Certificate in Laws by the University of Hong Kong in 1995 and was awarded his Postgraduate Certificate in Laws (P.C.LL) by the University of Hong Kong in 1998.

Mr. Mak worked in Dublin, Ireland with Messrs. Donald T. McAuliffe & Co., Solicitors of Ireland from 1990 to 1991 and worked in London, England with Messrs. Sparrow & Trieu, Solicitors from 1991 to 1992.

Mr. Mak is an independent non-executive director of Karce International Holdings Company Limited (Stock Code: 1159) and a director of Asia Green Agriculture Corporation which was incorporated under the laws of the State of Nevada, USA. Mr. Mak is an independent non-executive director of FU JI Food and Catering Services Holdings Limited (stock code: 1175) with effect from 8 July 2013. He was an independent non-executive director and non-executive director of China Kingston Mining Holdings Limited (Stock code: 1380) for the period from 6 February 2013 to 16 April 2013 and from 17 April 2013 to 12 June 2013 respectively.

As at the Latest Practicable Date, Mr. Mak does not have any interest in Shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor does he have any relationship with any Director, senior management, chief executive or substantial or controlling Shareholder of the Company. Save as disclosed, Mr. Mak did not hold directorship in any other listed companies or had any other major appointment and qualifications during the last three years prior to the Latest Practicable Date.

Following his re-election as an Independent Non-executive Director at the previous annual general meeting of the Company held on 22 August 2012, Mr. Mak will hold office until the conclusion of the AGM. It is proposed that he will hold office until the conclusion of next annual general meeting of the Company upon his re-election at the AGM.

Mr. Mak did not receive any emoluments for his current term as an Independent Non-executive Director, and he has not entered into any service contract with the Company. Upon his being re-elected at the AGM, the Board will, after taking into consideration the recommendations of the remuneration committee, determine his remuneration with reference to his responsibility, experience and market conditions.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the re-election of the Directors.

U-RIGHT INTERNATIONAL HOLDINGS LIMITED

(Provisional Liquidators Appointed)

佑威國際控股有限公司*

(已委任臨時清盤人)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

NOTICE OF ANNUAL GENERAL MEETING 2013

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of U-RIGHT International Holdings Limited (Provisional Liquidators Appointed) (the "**Company**") will be held at Room 704, 3 Lockhart Road, Wanchai, Hong Kong on 26 September 2013, Thursday at 3:30 p.m. for the purposes of considering and, if thought fit, passing the following ordinary resolutions with or without amendments of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and of the auditors of the Company for the year ended 31 March 2013.

2. (i) To re-elect, each as a separate resolution, the following Directors of the Company:

   (a) Mr. NG Cheuk Fan Keith, as an executive Director;

   (b) Mr. CHUNG Wai Man, as an independent non-executive Director;

   (c) Mr. MAK Ka Wing Patrick, as an independent non-executive Director; and

   (d) Mr. CHAN Chi Yuen , as an independent non-executive Director.

   (ii) To authorize the board of Directors of the Company to fix the Directors' remuneration.

3. To re-appoint ANDA CPA Limited as the auditors of the Company and authorise the board of Directors of the Company to fix their remuneration.

* *for identification purposes only*

4. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options including warrants and other convertible securities convertible into shares which might require the exercise of such powers subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options including warrants and other convertible security convertible into shares during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) and (b) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares;

(iii) the exercise of options under a share option scheme of the Company; and

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in a general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

By Order of the Board
U-RIGHT International Holdings Limited
(Provisional Liquidators Appointed)
NG Cheuk Fan Keith
Director

For and on behalf of
U-RIGHT International Holdings Limited
(Provisional Liquidators Appointed)
LAI Kar Yan (Derek)
YEUNG Lui Ming
Joint and Several Provisional Liquidators
acting as agents for and on behalf of
U-RIGHT International Holdings Limited
without personal liability

Hong Kong, 27 August 2013

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
35th Floor
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend

and vote on his behalf. Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its corporate representative or representatives provided that if more than one person is so authorised, the authority shall specify the number and class of shares held by the relevant shareholder in respect of which each such person is authorised to act as corporate representative.

2. A form of proxy for use in connection with the AGM is enclosed with the circular of the Company dated 27 August 2013. To be valid, the form of proxy, and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked. Such form of proxy and the Circular are also published on the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.com.hk and on the website of the Company at www.uright-627.info.

3. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the AGM personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share(s), or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.

4. The votes for approving all the above resolutions shall be taken by poll.

5. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version shall prevail.

As at the Latest Practicable Date, the Company has two executive Directors, Mr. TANG Kwok Hung and Mr. NG Cheuk Fan, Keith; and three independent non-executive Directors, namely Mr. CHUNG Wai Man, Mr. MAK Ka Wing, Patrick and Mr. CHAN Chi Yuen.