

VAN SHUNG CHONG HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1001)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Van Shung Chong Holdings Limited (the "Company") will be held at Rooms 4902-8, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on Monday, 1 November 2004 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"THAT:

- (a) the agreement dated 17 September 2004 (the "**Supply Agreement**"), a copy of which has been produced to the meeting marked "A" and initialled by the Chairman of the meeting for the purpose of identification, made between VSC Shinsho Company Limited ("**VSC Shinsho**") and Shinsho Corporation ("**Shinsho Corp.**") whereby VSC Shinsho has agreed to purchase from Shinsho Corp. from time to time various steel products upon the terms and subject to the conditions therein contained during the period from 1 April 2004 to 31 March 2007 and as more particularly described in the circular of the Company dated 15 October 2004 and the transactions contemplated under the Supply Agreement be and are hereby approved, confirmed and ratified;
- (b) the annual maximum values of HK\$120,000,000, HK\$180,000,000 and HK\$210,000,000 respectively as applicable to the transactions under the Supply Agreement for each of the three financial years from 1 April 2004 to 31 March 2007 be and are hereby approved, confirmed and ratified; and
- (c) any one director of the Company be and is hereby authorised to do such acts or execute such other documents by hand or, in case of execution of documents under seal, to do so jointly with either the secretary or a second director of the Company or a person appointed by the board of directors of the Company, which in his or their opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Supply Agreement."

By Order of the Board
Andrew Cho Fai Yao
Chairman

Hong Kong, 15 October 2004

Head office and principal place of business:

Rooms 4902-8, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Registered office:

Clarendon House
Church Street
Hamilton HM11
Bermuda

As at the date of this notice, the board of directors of the Company comprised Andrew Cho Fai Yao (Chairman), Johnson Sai Hou Ho, Fernando Sai Ming Dong (being the executive Directors), Shao You Bao (being the non-executive Director), Chow Yei Ching, Kenneth Woo Shou Ting, Harold Richard Kahler, Kenny King Ching Tam (being the independent non-executive Directors).

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
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 Company's head office and principal place of business, Rooms 4902-8, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The ordinary resolution set out in this notice will be put to a poll.