



MACRO-LINK INTERNATIONAL HOLDINGS LIMITED

新華聯國際控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 472)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of MACRO-LINK International Holdings Limited (“Company”) will be held at 1503 Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 10 October 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTIONS

“**THAT:**

- (1) the sale and purchase agreement dated 21 June 2007 (the “Agreement”) entered into between the Company and Yon Rui Investment Company Limited (a copy of which has been produced to the meeting marked “A” and initialled by the Chairman for the purpose of identification), in relation to the acquisition of a 30% equity interest in Yunnan Shangeli-La Winery Co., Ltd. for an aggregate consideration of HK\$46,218,600 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with the transactions contemplated under the Agreement;
- (2) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Consideration Shares (as defined below), the directors of the Company be and are hereby authorised to allot and issue an aggregate of up to 171,180,000 new shares (the “Consideration Shares”) in the authorised share capital of the Company valued at HK\$0.27 per Consideration Share to the Vendor at completion of the Agreement, and that the Consideration Shares shall, when allotted and issued, rank *pari passu* in all respects with all other shares in the Company in issue on the date of such allotment and issue.”

By Order of the Board
MACRO-LINK International Holdings Limited
FU KWAN
Executive Director

19 September 2007

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

1503 Top Glory Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. A form of proxy to be used for the meeting is enclosed.
2. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, 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 share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the bye-laws of the Company be deemed joint holders thereof.
3. 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. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. 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 an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
5. The instrument appointing a proxy and (if required by the board of directors (the "Board") of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar of the Company, Trico Progressive Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the special general meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

7. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the registered office or the principal place of business of the Company in Hong Kong or the Hong Kong branch share registrar of the Company, Trico Progressive Limited, two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.
8. The Chinese translation of this notice (including the contents of the proposed resolution set out therein) is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this notice, the board of Directors comprise five executive directors, namely Mr. Fu Kwan, Mr. Wu Xiang Dong, Mr. Shu Shi Ping, Mr. Chan Yeuk and Mr. Zhang Jian and three independent non-executive Directors, namely Mr. Cao Kuangyu, Mr. E Meng and Mr. Ting Leung Huel, Stephen.

* *For identification only*

“Please also refer to the published version of this announcement in China Daily”