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China LotSynergy Holdings Limited

華彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8161)

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a special general meeting of China LotSynergy Holdings Limited (the “Company”) will be held at Concord Rooms 2 & 3, 8/F., Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Tuesday, 21 March 2006 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (A) the subscription agreement entered into amongst the Company, China LotSynergy Group Limited, Toward Plan Investments Limited and Win Key Development Limited and Corich International Limited on 9 January 2006 (the “**Subscription Agreement**”) (a copy of which has been produced to this meeting marked “A” and, for the purpose of identification, signed by the Chairman of this meeting), pursuant to which, inter alia, China LotSynergy Group Limited has conditionally agreed to subscribe for and Corich International Limited has conditionally agree to issue and allot 1,000,000 ordinary shares of US\$1.00 each in the capital of Corich International Limited for a total consideration of HK\$980 million which will be settled partly by China LotSynergy Group Limited in cash and partly by the Company by issuing 200,000,000 shares of HK\$0.01 each in the capital of the Company (the “**Consideration Shares**”), and the other transactions contemplated therein be and are hereby approved, ratified and confirmed;
- (B) subject to the Company obtaining the approval from The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the Consideration Shares, the Directors of the Company be and are hereby authorised to issue and allot the Consideration Shares pursuant to the terms and subject to the conditions of the Subscription Agreement; and

- (C) the Directors of the Company be and are hereby authorised to take such other actions and execute such further documents or deeds as they may consider necessary or desirable for the purpose of implementing and giving effect to the transactions contemplated under the Subscription Agreement.”
2. “**THAT** the authorised share capital of the Company be hereby increased from HK\$20,000,000 to HK\$40,000,000 by the creation of additional 2,000,000,000 shares of HK\$0.01 each in the capital of the Company and the Company Secretary of the Company be hereby authorised to take all such actions as she may consider necessary or desirable for the purpose of giving effect to such increase in the authorised share capital of the Company.”

By Order of the Board
NG Lai Ping, Grace
Company Secretary

Hong Kong, 1 March 2006

Notes:

1. A member entitled to attend and vote at the special general meeting is 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 attend on the same occasion. A proxy need not be a member of the Company. In the event that a member appoints more than one proxy, on a show of hands, all such proxies shall collectively have one vote unless otherwise provided for in the bye-laws of the Company.
2. A form of proxy for use at the special general meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the principal place of business of the Company at Unit 3206, Office Tower, Convention Plaza, 1 Harbour Road, 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 meeting. Completion and deposit of the form of proxy will not preclude a member from attending and voting in person.
3. If two or more persons are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.

As at the date of this announcement, the board of Directors of the Company comprises Ms. Lau Ting, Mr. Sun Ho, Mr. Chen Aizheng and Mr. Ng Man Fai, Matthew as Executive Directors and Mr. King Roger, Mr. Huang Shenglan and Mr. Li Xiaojun as Independent Non-Executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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