

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SUPERB SUMMIT INTERNATIONAL TIMBER COMPANY LIMITED
奇峰國際木業有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01228)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Superb Summit International Timber Company Limited (the “Company”) will be held at Units 3307-08, 33/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 6 May 2011 at 11:00 a.m. for the following purposes:—

1. To receive and consider the audited financial statements and the reports of the Directors and the auditors for the year ended 31 December 2010.
2. To re-elect directors and to authorize the board of directors to fix their remuneration.
3. To consider, and if thought fit, pass the following resolution as ordinary resolution of the Company:

“THAT

Parker Randall CF (H.K.) CPA Limited be and are hereby re-appointed as auditors of the Company for the ensuing year and the board of directors be authorized to fix the remuneration of the auditors.”

4. As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:—

A **“THAT:—**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date 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 expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

B. “THAT:—

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:—

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:—

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. **“THAT** conditional upon resolution no. 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above.”

By order of the Board
Cheng Man For
Company Secretary

Hong Kong, 1 April 2011

Notes:—

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s Hong Kong branch share register and transfer office, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, 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, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
- (2) Delivery of a form or proxy shall not preclude a member of the Company from attending and voting at the meeting convened and in such event, the proxy form shall be deemed to be revoked.
- (3) As required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll. Tricor Tengis Limited have been appointed as scrutineers to handle the poll voting procedures at the meeting.

As at the date of this announcement, the Board comprised three executive directors, namely Lee Chi Kong (Chairman), Jing Bin (Chief Executive Officer) and Cheng Man For; three independent non-executive directors, namely Cheung Wai Tak, Li Xiangjun and Chen Xiaoming.