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MEDICAL CHINA LIMITED

神州醫療科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

Notice of Special General Meeting

NOTICE IS HEREBY GIVEN that a special general meeting of Medical China Limited (神州醫療科技有限公司) (“**Company**”) will be held at SALON IV, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 2 October 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as special and ordinary resolutions:

SPECIAL RESOLUTION

- (1) “**THAT** subject to the approval of the Registrar of Companies in Bermuda and the approval of the Registrar of Companies in Hong Kong, the English name of “Medical China Limited” be and is hereby changed to “China Asean Resources Limited” and the Chinese name of “神州東盟資源有限公司” be and is hereby adopted in place of “神州醫療科技有限公司” for identification purpose in Bermuda and registration purpose under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).”

ORDINARY RESOLUTIONS

- (2) “**THAT** the Directors be and are hereby authorised to do all such acts and things and execute all such documents they consider necessary or expedient to give effect to the change in the English and Chinese names of the Company as referred to in Resolution no. (1) above.”
- (3) “**THAT** the authorised share capital of the Company be and it is hereby increased from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 (“**Shares**”) each to HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each.”
- (4) “**THAT:**
 - (i) the Acquisition Agreement (as defined in the Company’s circular dated 7 September 2007 of which this notice of special general meeting forms part) relating to the Acquisition (as defined in the said circular) by China Cambodia Resources, a wholly-owned subsidiary of the Company, of the entire issued share capital of (Cambodia) Tong Min, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;

- (ii) the issue of 400,000,000 Consideration Shares (as defined in the said circular) at the issue price of HK\$0.188 per Share as settlement for part of the Consideration (as defined in the said circular) of the Acquisition pursuant to the terms and conditions of the Acquisition Agreement be and it is hereby approved;
- (iii) the creation and issue by the Company of the Convertible Bonds (as defined in the said circular) in the principal amount of HK\$13.16 million to the Second Vendor and the Third Vendor as settlement for part of the Consideration of the Acquisition pursuant to the terms and conditions of the Acquisition Agreement be and it is hereby approved; and
- (iv) the directors (“**Directors**”) of the Company be and they are hereby generally and specifically authorised (“**Special Mandate**”) to allot and issue such number of new Shares (“**Conversion Shares**”) as may be required to be allotted and issued at the Conversion Price (as defined in the said circular) upon the exercise of the conversion right attaching to the Convertible Bonds approved to be issued under Resolution no. (4)(iii) above (or to the extent necessary) on and subject to the terms and conditions of the Acquisition Agreement and the terms and conditions (“**Bond Conditions**”) of the Convertible Bonds contained in the schedule to the Acquisition Agreement and **THAT** the Special Mandate shall be in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 25 June 2007 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution,

and that all the transactions contemplated under the Acquisition Agreement (together the “**Transactions**”) be and they are hereby approved and that any one director of the Company (the “**Director**”) be and he is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents by hand and, where required, under the common seal of the Company together with such other Director or person authorized by the board of Directors, which in his or their opinion may be necessary desirable or expedient to carry into effect or to give effect to the Acquisition Agreement and/or the Transactions, including such changes and amendment thereto as any one Director may consider necessary, desirable or expedient.”

- (5) “**THAT** the issue of the Subscription Shares (as defined in the Company’s circular dated 7 September 2007 of which this notice of special general meeting forms part) to the Top-up Sellers (as defined in the said circular) at the Subscription Price (as defined in the said circular) pursuant to the terms and conditions of the Placing and Share Subscription Agreement (as defined in the said circular and a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) be and it is hereby approved.”
- (6) “**THAT** conditional on the passing of Resolutions no. (4) and (5) above, the Acquisition Agreement (as defined in Resolution no. (4) above), the Transactions (as defined in Resolution no. (4) above) contemplated under the Acquisition Agreement, the issue of the Convertible Bonds, the allotment and issue of Conversion Shares upon exercise of the conversion right attached to the Convertible Bonds, the allotment and issue of the Consideration Shares and the Subscription Shares and all other matters of and incidental thereto or in connection therewith, be and they are hereby generally and unconditionally approved in all respects and that the Directors be and they are hereby generally and unconditionally authorised to issue such corresponding amount of the Convertible Bonds, Conversion Shares, Consideration Shares and Subscription Shares on and subject to the respective terms of the Acquisition Agreement

and the Placing and Share Subscription Agreement (as the case may be), to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the Transactions contemplated by, the Acquisition Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Acquisition Agreement and the Placing and Share Subscription Agreement (as the case may be)) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By order of the board of directors of
Medical China Limited
Li Nga Kuk, James
Chairman

Hong Kong, 7 September 2007

Registered office:
Canon's Court,
22 Victoria Street,
Hamilton HM 12,
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit B, 21st Floor,
Teda Building,
87 Wing Lok Street,
Hong Kong

Notes:

1. Voting on all Resolutions nos. (1) to (6) will be conducted by way of poll.
2. PMM, Mr. Li Wo Hing and Mr. Li Tai To will abstain from voting in respect of Resolutions nos. (4), (5) and (6) proposed to be considered and approved at the SGM.
3. Resolution no. (4)(i), (ii), (iii) and (iv) shall be voted as a single resolution only.
4. A proxy form to be used for the meeting is enclosed.
5. 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.
6. 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 facts.
7. The instrument appointing a proxy and (if required by the Board) 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 Company's registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting.

8. 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 was 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 register in respect of the joint holding.

As at the date of this announcement, the board of Directors of the Company comprises three executive directors, namely, Mr. Li Nga Kuk, James, Mr. Li Wo Hing and Mr. Li Tai To, Titus; one non-executive director, namely Mr. Chen Minshan; and three independent non-executive directors, namely Mr. Fan Wan Tat, Mr. Tam Wai Leung, Joseph and Mr. Chan Kim Chung, Daniel.

This announcement, for which the Directors collectively and individually accept full responsibilities, include particulars given in compliance with the GEM 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: (i) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

This announcement will remain on the “Latest Company Announcement” page of the GEM website at “<http://hkgem.com>” for seven days after the date of the publication.

** For identification purposes only*