
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Vongroup Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

vongroup
VONGROUP LIMITED
黃河實業有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 318)

**PROPOSAL FOR THE GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
BY THE COMPANY OF ITS OWN SHARES,
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Kamboat Chinese Cuisine, 2nd Floor, The Westwood, 8 Belcher's Street, Hong Kong on Thursday, 27 September 2007 at 10:30 a.m. is set out in Appendix III to this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof should you so wish.

29 August 2007

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

“AGM”	the annual general meeting of the Company to be held at Kamboat Chinese Cuisine, 2nd Floor, The Westwood, 8 Belcher’s Street, Hong Kong on Thursday, 27 September 2007 at 10:30 a.m.
“AGM Notice”	the notice dated 29 August 2007 convening the AGM as set out on pages 9 to 12 of this circular
“Board”	the board of directors of the Company or a duly authorized committee thereof for the time being
“Articles”	the Articles of Association of the Company
“Company”	Vongroup Limited, a company incorporated in Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Directors”	directors of the Company
“General Issue Mandate”	the proposed general mandate granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution approving the said mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	27 August 2007, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the proposed general mandate to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the issued share capital of the Company, as at the date of the passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares”	shares of HK\$0.001 each in the share capital of the Company
“Shareholders”	the registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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Executive Directors:

Mr. Vong Tat Ieong David
(Chief Executive Officer)
Mr. Wong Chi Man
Mr. Xu Siping

Independent Non-Executive Directors:

Mr. Fung Ka Keung David
Dr. Lee G. Lam
Ms. Wong Man Ngar, Edna

Registered office:

Cricket Square
Hutchisons Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business:*

1208, Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

29 August 2007

To the shareholders of the Company,

Dear Sir or Madam,

**PROPOSAL FOR THE GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
BY THE COMPANY OF ITS OWN SHARES,
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Issue Mandate and the Repurchase Mandate, the extension of the limit of the General Issue Mandate, the proposed re-election of Directors, and the notice of the AGM, and to seek your approval of such resolutions at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL ISSUE MANDATE

At the AGM, two ordinary resolutions will be proposed, respectively, (a) to grant to the Directors the General Issue Mandate to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the General Issue Mandate, and (b) to authorise an extension of the limit of the General Issue Mandate so granted by adding to it the aggregate nominal amount of the number of Shares which shall be repurchased by the Directors pursuant to the resolution on the Repurchase Mandate, if granted. Details of the General Issue Mandate and the extension of the General Issue Mandate are set out in Ordinary Resolutions A and C set out in item 4 of the AGM Notice, respectively.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Mandate until next annual general meeting of the Company or such earlier period as stated in the said ordinary resolution. Details of which are set out in Ordinary Resolution B set out in item 4 of the AGM Notice.

An explanatory statement, as required under the Listing Rules to provide the requisite information, of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to Article 87(1) of the Articles, Messrs. Xu Siping and Fung Ka Keung, David, shall retire at the AGM by rotation and being eligible, will offer themselves for re-election.

Brief biographical details of such Directors and their interests in the Shares are provided in Appendix II to this circular.

ANNUAL GENERAL MEETING

If you are unable to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

PROCEDURE FOR DEMANDING A POLL

Pursuant to Article 66, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, as required under the Listing Rules, a poll must be taken or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

A demand by a person as proxy for a Shareholder or in case of a Shareholder being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a Shareholder.

RECOMMENDATION

The Directors are of the opinion that the renewal of the general mandates to issue and repurchase Shares, and the extension of the general mandate to issue Shares as a result of repurchases of Shares, and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole, and so recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
the Board of Directors of
Vongroup Limited
Vong Tat Ieong David
Executive Director

The following is the explanatory statement required by the Listing Rules concerning the regulation of purchase by companies of their own securities on the Stock Exchange to provide requisite information to Shareholders for their consideration of the proposal to approve the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,863,960,900 Shares.

Subject to the passing of the Repurchase Mandate, and on the basis that no further shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to 586,396,090 Shares during the course of the period from the AGM to the earliest of (i) the date of the 2008 Annual General Meeting, (ii) the date by which the next Annual General Meeting of the Company is required to be held by law and (iii) the date upon which such authority is revoked or varied.

2. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from its Shareholders to enable the Directors to repurchase Shares of the Company in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchase of Shares will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded entirely from funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws of the Cayman Islands.

If the Repurchase Mandate were to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 30 April 2007. However, the Directors do not intend to make any repurchases to such an extent as would, in circumstances, have a material adverse effect on the working capital requirements or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Articles.

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

5. HONG KONG CODE ON TAKEOVERS AND MERGERS

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company's exercising of its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Based on the Company's records as at the Latest Practicable Date, Vongroup Holdings Limited ("VHL") holds 3,511,323,944 Shares, which represents approximately 59.9% of the issued share capital of the Company. In the event of the Directors exercising in full the powers to repurchase Shares pursuant to the Repurchase Mandate, assuming that no Share is sold by VHL, the shareholding of VHL in the Company would be increased to approximately 66.5%. The Directors are not aware of any general offer obligation which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate and will not result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company.

6. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of its shares (whether on the Stock Exchange or otherwise) in the six months proceeding the date of this circular.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve calendar months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
August	1.070	0.710
September	0.940	0.890
October	0.890	0.380
November	0.400	0.246
December	0.375	0.180
2007		
January	0.590	0.265
February	0.930	0.560
March	0.850	0.610
April	0.740	0.610
May	1.230	0.700
June	1.460	1.150
July	1.590	1.030
August (up to the Latest Practicable Date)	1.160	0.730

The details of the Directors who will retire from their offices at the AGM and, being eligible, will offer themselves for re-election at the AGM, are set out below:

Mr. Xu Siping, aged 49

Mr. Xu Siping (“Mr. Xu”) was appointed as executive director of the Company in 2005, held a series of senior policy positions for 17 years at the PRD’s State Economic and Trade Commission and the State Development Planning Commission (formerly the State Planning Commission), from 1983-2000, before retiring from public service in the central government. Mr. Xu is a graduate of Dalian University of Technology.

Mr. Xu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders and did not hold other directorships in any listed companies in the past 3 years. Mr. Xu is also a director of a wholly owned subsidiary of the Company.

There is no service contract signed between the Company and Mr. Xu. After his re-election at the AGM. Mr. Xu will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Articles. His remuneration is based on his contribution to the Group, his duties and responsibilities with the Group, his experience and prevailing market benchmarks. Mr. Xu had not received any director’s fee for the year ended 30 April 2007.

Mr. Xu does not have any interest (within the meaning of Part XV of the SFO) in the shares of the Company.

Mr. Fung Ka Keung, David, aged 44

Mr. Fung Ka Keung, David (“Mr. Fung”) was appointed as Independent Non-executive Director of the Company in 2005, is Finance Manager at Golden Concord Holdings Limited. He graduated from Leicester University. He is member of both of the Company’s Audit Committee and Remuneration Committee.

Mr. Fung does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders and did not hold other directorships in any listed companies in the past 3 years.

There is no service contract signed between the Company and Mr. Fung. After his re-election at the AGM, Mr. Fung will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Articles. The Director’s fee payable to Mr. Fung for the financial year ended 30 April 2007 is HK\$100,000. His remuneration is based on his experience and prevailing market benchmarks.

Mr. Fung does not have any interest (within the meaning of Part XV of the SFO) in the shares of the Company.

GENERAL

Save as disclosed above, such Directors received no other compensation from the Group and there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

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VONGROUP LIMITED

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(incorporated in the Cayman Islands with limited liability)

(Stock Code: 318)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Vongroup Limited (the “Company”) will be held at Kamboat Chinese Cuisine, 2nd Floor, The Westwood, 8 Belcher’s Street, Hong Kong on Thursday, 27 September 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, the following resolutions which will be proposed as ordinary resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the Company’s Auditors for the year ended 30 April 2007;
2. To re-elect retiring Directors and authorize the Board of Directors to fix the Directors’ remuneration;
3. To re-appoint CCIF CPA Limited as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (“Shares”) in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which may require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which may require the exercise of such powers at any time during or after the end of the Relevant Period;

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- (c) The aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 articles of association of the Company, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares (“Shares”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, the meaning of “Relevant Period” means the period from the date of 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 articles of association of the Company, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;”

C. “**THAT** conditional on the passing of Resolutions A and B set out in item 4 of the notice convening this meeting, the general mandate granted to the Directors pursuant to Resolution A set out in item 4 of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted pursuant to Resolution B set out in item 4 of the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

5. To transact any other business of the Company.

By Order of the Board
Vongroup Limited
Vong Tat Jeong David
Executive Director

Hong Kong, 29 August 2007

Notes:

- i. A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
- ii. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong Branch Share Registrar, Tricor Tengis Limited at 26th Floor Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- iii. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, an explanatory statement containing further details regarding Resolution B set out in item 4 of this notice is set out in Appendix I to this circular to shareholders of the Company.
- iv. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
- v. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.