

TIME INFRASTRUCTURE HOLDINGS LIMITED

太益控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 686)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Time Infrastructure Holdings Limited (the “Company”) will be held at Unit 701-702, 7th Floor, Grandtech Centre, 8 On Ping Street, Siu Lek Yuen, Shatin, New Territories, Hong Kong on 19 October 2009 at 3:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (i) The loan agreement dated 11 September 2009 (“**Loan Agreement**”) entered into between the Company as lender and Universal Summit Investment Limited as borrower (“**Borrower**”) pursuant to which the Company agreed to grant a loan in the amount of HK\$28,200,000 to the Borrower, details of the Loan Agreement are more particularly described in the circular of the Company dated 2 October 2009 (“**Circular**”) (a copy of the Loan Agreement has been produced to the meeting marked “A” and initialed for identification purpose by the chairman of the meeting), and the transactions contemplated thereunder including but not limited to the entering into of the Personal Guarantee (as defined in the Circular) and the Share Charge (as defined in the Circular), be and are hereby approved, confirmed and ratified; and
- (ii) any Director be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second Director, a duly authorised representative of the Director or the secretary of the Company, and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Loan Agreement and the transactions contemplated thereunder.”

On behalf of the Board

TIME INFRASTRUCTURE HOLDINGS LIMITED

Wong Pak Lam, Louis

Chairman

Hong Kong, 2 October 2009

* *For identification purpose only*

Principal Office:
Unit 701-702, 7th Floor
Grandtech Centre
8 On Ping Street
Siu Lek Yuen, Shatin
New Territories
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint and vote in his 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 registrar, Union Registrars Limited of 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of a 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 SGM or adjourned meeting.
2. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

As at the date of this announcement, the executive Directors are Mr. Wong Pak Lam, Louis (Chairman), Ms. Lin Xia Yang (Chief Executive Officer), Mr. Wong Kwong Lung, Terence, Mr. Lam Ho Fai, Mr. Gu Zhi Hao and the independent non-executive Directors are Mr. Chan Ka Ling, Edmond, Mr. Lo Wa Kei, Roy and Mr. Ching Kwok Ho, Samuel.