
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in ShiFang Holding Limited (十方控股有限公司) (the “Company”), 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.

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SHIFANG HOLDING LIMITED

十方控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1831)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at Plaza Meeting Room, Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on 22 May 2012, Tuesday at 10:30 a.m. is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

20 April 2012

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RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Group. The information contained herein relating to the Group has been supplied by the Directors who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge, information and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Group.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Plaza Meeting Room, Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Tuesday, 22 May 2012 at 10:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“Company”	ShiFang Holding Limited (十方控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof

DEFINITIONS

“Latest Practicable Date”	16 April 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Companies as may be amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase the fully paid-up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



SHIFANG HOLDING LIMITED

十方控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1831)

Executive Directors:

Mr. Chen Zhi (*Chairman*)

Mr. Hong Pei Feng

Mr. Zhang Tie Zhu

Mr. Yu Shi Quan

Non-executive Director:

Mr. Wang Ping

Ms. Chen Min

Independent non-executive Directors:

Mr. Zhou Chang Ren

Mr. Wang Heung Ming, Henry

Mr. Zhuo Ze Yuan

Mr. Cai Jian Quan

Registered office:

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Head office and principal place of

business in Hong Kong:

18/F., Edinburgh Tower

The Landmark

15 Queen's Road Central

Hong Kong

20 April 2012

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM, ordinary resolutions will be proposed to the Shareholders for approval of, inter alia, (1) the grant of the Issue Mandate; (2) the grant of the Repurchase Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; and (4) the re-election of the retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed to the Shareholders to grant the Repurchase Mandate to the Directors. 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.

ISSUE MANDATE AND EXTENSION OF ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to the Shareholders to grant to the Directors the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and on the basis that no outstanding share options of the Company are exercised and no further Shares are issued, allotted, repurchased or cancelled by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 143,988,424 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date, being issued by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution passed by the Shareholders at a general meeting of the Company.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 16.2 of the Articles, each of Mr. Zhang Tie Zhu, Mr. Yu Shiquan, Ms. Chen Min and Mr. Cai Jian Quan will hold office until the AGM and being eligible, will offer themselves for re-election at the AGM. The biographical details of these Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

The AGM will be held at Plaza Meeting Room, Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on 22 May 2012, Tuesday at 10:30 a.m.. A notice of the AGM is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

RECOMMENDATION

The Directors consider that (1) the grant of the Issue Mandate; (2) the grant of the Repurchase Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; and (4) the re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
ShiFang Holding Limited
Chen Zhi
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisition information to you for consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 719,942,121 Shares.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate as set out in the notice of the AGM and on the basis that no outstanding share options of the Company are exercised and no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 71,994,212 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company during the period ending on the earlier of the conclusion of (1) the next annual general meeting of the Company; or (2) the date by which the next annual general meeting of the Company is required to be held by law; or (3) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR SHARES REPURCHASES

Although the Directors have no present intention of exercising the Repurchase Mandate, they believe that the flexibility offered by the Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their proportionate interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net asset and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF SHARES REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum and the Articles and the applicable laws of Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the Shares repurchased would be treated as cancelled.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2011). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its latest published audited accounts as at 31 December 2011) which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the following months preceding the Latest Practicable Date were as follows:

	Price per Share <i>(Note)</i>	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
January	2.82	2.45
February	2.70	2.35
March	2.59	1.83
April	2.45	1.90
May	2.56	1.97
June	2.11	1.40
July	1.68	1.26
August	1.23	0.73
September	1.12	0.69
October	0.92	0.62
November	0.83	0.64
December	0.74	0.58
2012		
January	0.67	0.51
February	0.82	0.56
March	0.77	0.56
April (up to the Latest Practicable Date)	0.59	0.53

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

To the best of their knowledge having made all reasonable enquiries, none of the Directors or any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company nor have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

MINIMUM PUBLIC FLOAT AND TAKEOVERS CODE IMPLICATIONS

If, as a result of shares repurchase made by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, the Shareholder, or a group of the Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I

EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders have an interest in Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and therefore regarded as substantial Shareholders of the Company under the Listing Rules, together with any Shareholders beneficially owning more than 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

	As at the Latest Practicable Date		Immediately after the full exercise of the Repurchase Mandate (Note 3)	
	Number of issued Shares held	Percentage of issued share capital of the Company	Number of issued Shares held (Note 3)	Percentage of issued share capital of the Company (Note 3)
Substantial Shareholders:				
China TopReach Inc.	320,000,000	44.4%	320,000,000	49.4%
TopBig International Development Limited	42,998,170	6.0%	42,998,170	6.6%
Pride Sky Holdings Limited	42,606,606	5.9%	42,606,606	6.6%
CCB International Asset Management Limited (Note 1)	42,606,606	5.9%	42,606,606	6.6%
Templeton Strategic Emerging Markets Fund III, LDC (Note 2)	42,606,606	5.9%	42,606,606	6.6%

Notes:

- (1)

CCB International Asset Management Limited (“CCBI Asset Management”) is deemed to be interested in the interest of Pride Sky Holdings Limited (“Pride Sky”) in the Company by the SFO because Pride Sky is wholly-owned by CCBI Asset Management.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

- (2) Templeton Strategic Emerging Markets Fund III, LDC (“Templeton”) is a limited duration company incorporated in the Cayman Islands. It makes strategic investments in emerging markets and is managed by Templeton Asset Management Ltd.
- (3) Assuming that (i) the issued share capital of the Company remained at 719,942,121 Shares immediately before the full exercise of the Repurchase Mandate; and (ii) the shareholdings of the substantial Shareholders as set out in the above table remained unchanged immediately after the full exercise of the Repurchase Mandate.

In the event that the Directors shall exercise in full the Repurchase Mandate, the interests of China TopReach Inc. (“China TopReach”) would be increased from approximately 44.4% to approximately 49.4% and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares on the Stock Exchange which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any other consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate.

Assuming that no outstanding share options of the Company are exercised and no further Shares are issued, allotted or repurchased by the Company between the Latest Practicable Date and the date of repurchase of the Shares made by the Company, the exercise of the Repurchase Mandate in full will result in the number of the Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding falling below such prescribed percentage.

SHARES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the AGM are as follows:

EXECUTIVE DIRECTOR

Mr. Zhang Tie Zhu (張鐵柱), aged 38, is an executive Director and the chief financial officer of the Company. He is a certified public accountant as conferred by the Ministry of Finance and a qualified lawyer as conferred by the Ministry of Justice of the PRC. Mr. Zhang was with Deloitte Touche Tohmatsu from 1994 to 2000, an investment director of TechFoster Technology Ventures Ltd. from 2000 to 2002, a senior manager with PricewaterhouseCoopers from 2002 to 2005, and an executive director of Chum Investment Corporation from 2006 to 2009. In 2009, Mr. Zhang was appointed as a director and subsequently the chief financial officer of China TopReach. Mr. Zhang is responsible for China TopReach's investor relations and regulatory compliance, including regular dealings with competent authorities such as the Securities and Exchange Commission. He joined the Group in 2010, and was appointed a Director on 18 January 2010 and chief financial officer of the Group on 15 February 2010. He graduated from Hua Dong Industrial University in 1994 with a bachelor's degree in economics. Mr. Zhang possesses substantial financial experience from his previous work with venture capital firms and top global audit firms. Mr. Zhang is also a director of China TopReach, a SPAC with its shares traded on the OTC Bulletin Board in the United States.

As at the Latest Practicable Date, Mr. Zhang was interested in 9,335,093 options to subscribe 9,335,093 Shares, representing approximately 1.3% of the issued share capital of the Company. As at the Latest Practicable Date, Mr. Zhang was also, through his wholly-owned company Real Sight Consultant Limited, interested in 300,000 shares, representing approximately 2.0% of the issued share capital of China TopReach, a controlling shareholder of the Company. Save as disclosed above, Mr. Zhang was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Zhang has entered into a service contract as executive Director with the Company for a term of three years commencing from 3 December 2010 unless and until terminated by not less than six months' notice in writing served by either party on the other. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the service contract, Mr. Zhang's remuneration has been fixed at RMB1,600,000 per year (on after-tax basis) with discretionary bonus and other allowances, which are determined by the Board with reference to his experience, performance and the prevailing market conditions. Save as disclosed above, Mr. Zhang has not held or did not hold any other directorship in listed public companies in the last three years.

Mr. Zhang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, save as disclosed above, there was no information relating to the re-election of the above Director that needed to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there was no matter that need to be brought to the attention of the Shareholders.

EXECUTIVE DIRECTOR

Mr. Yu Shiquan (余詩權), aged 35, is an executive Director and the vice president of finance. He is a qualified accountant as conferred by the Ministry of Finance. Mr. Yu was an accountant at Fujian Lan Tian Tax Accounting Co., Ltd. from 1996 to 1997, the finance director of Fujian Huanyu Investment Development Co., Ltd from 1997 to 1998 and the finance director of Fujian ShiFang Investment Co. Ltd. (“Fujian Shifang”) from 1998 to 2000. He joined our Group in 2000 and was head of finance of Fujian ShiFang until 2008 when he became the head of finance of Olympia Media, and, subsequently, vice president of finance of China TopReach in 2009, and was appointed a Director of our Company on December 20, 2011. He graduated from Fujian Radio and Television University in 1996 with a diploma in finance and accounting. Mr. Yu has gained significant management experience from his work with Fujian ShiFang and continues to assist our chief financial officer with the overall financial operations of our Group. Presently, Mr. Yu is a director of Fuzhou HanDing Network Science & Technology Co., Ltd., Fujian ShiFang Culture Communication Co., Ltd., Shenyang ZhuQin ShiFang Media Development Co., Ltd., and Beijing HanDing Advertisement Co., Ltd., which are all subsidiaries of our Company.

As at the Latest Practicable Date, Mr. Yu was interested in 1,098,246 options to subscribe 1,098,246 Shares, representing approximately 0.2% of the issued share capital of the Company. As at the Latest Practicable Date, Mr. Yu was also, owns 30.0% of shareholdings of Keep Profit International Capital Limited, a company which holds 21,142,026 shares of the Company (representing approximately 2.9% of the issued share capital of the Company). Save as disclosed above, Mr. Yu was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Yu has entered into a service contract as executive Director with the Company for a term of three years commencing from 20 December 2011 unless and until terminated by not less than six months’ notice in writing served by either party on the other. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the service contract, Mr. Yu’s remuneration has been fixed at RMB600,000 per year (on after-tax basis) with discretionary bonus and other allowances, which are determined by the Board with reference to his experience, performance and the prevailing market conditions. Save as disclosed above, Mr. Yu has not held or did not hold any other directorship in listed public companies in the last three years.

Mr. Yu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, save as disclosed above, there was no information relating to the re-election of the above Director that needed to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there was no matter that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Ms. Chen Min (陳敏), aged 41, is a non-executive Director of the Company. She graduated from the Faculty of Arts, Fujian Normal University with a bachelor's degree in arts in June 1993 and a master's degree in arts specialising in contemporary Chinese drama in June 2002. She also obtained a doctorate degree in arts specialising in theatrical aesthetics from the Central Academy of Drama in June 2006. Ms. Chen had taken up various academic teaching posts at the College of Chinese Language and Literature Fujian Normal University between September 1993 and May 2007 and has been an associate professor of drama literature at the Central Academy of Drama since May 2007. Ms. Chen has also served as a secretary and a member of council of the China Branch of The International Association of Theatre Critics and a member of the expert panel of academic degrees and graduate education of the Ministry of Education of the PRC since May 2007. Ms. Chen currently is a non-executive director of China TopReach (listed and traded on the OTC Bulletin Board in the United States). She was appointed as our Director on December 20, 2011 and is also the sister of Mr. Chen Zhi, an executive Director and the chairman of the Company.

As at the Latest Practicable Date, Ms. Chen was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Chen has entered into a service contract as non-executive Director with the Company for a term of three years commencing from 20 December 2011 unless and until terminated by not less than six months' notice in writing served by either party on the other. She will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the service contract, Ms. Chen's remuneration has been fixed at RMB120,000 per year (on after-tax basis) with discretionary bonus and other allowances, which are determined by the Board with reference to his experience, performance and the prevailing market conditions. Save as disclosed above, Ms. Chen has not held or did not hold any other directorship in listed public companies in the last three years.

Ms. Chen is the sister of Mr. Chen Zhi, the executive director and the chairman of the Company. Save as disclosed above, she does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, save as disclosed above, there was no information relating to the re-election of the above Director that needed to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there was no matter that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cai Jian Quan (蔡建權), aged 49, is an independent non-executive Director of the Company. He was appointed as our Director on 20 December 2011. He graduated from the Anhui University of Finance Economics with a bachelor's degree in financial accounting in July 1984. Mr. Cai was a finance manager of the finance department of Shanghai Baihuo Headquarters Watches and Glasses Branch between July 1984 and June 1992. He was the general manager of the sales department of Shenyin & Wanguo Securities Co. Ltd. between June 1992 and June 2002. He has also been the chairman of the board of directors of Shanghai Guantong Investment Co. Ltd. since September 2002.

As at the Latest Practicable Date, Mr. Cai was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Cai has signed an appointment letter with the Company as an independent non-executive Director for a term of three years commencing from 20 December 2011 and shall be terminable by either party by giving not less than two months' prior notice in writing. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Under the appointment letter, Mr. Cai is entitled to a director's fee of RMB120,000 per year. Save as disclosed above, Mr. Cai has not held or did not hold any other directorship in listed public companies in the last three years.

Mr. Cai does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, save as disclosed above, there was no information relating to the re-election of the above Director that needed to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there was no matter that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



SHIFANG HOLDING LIMITED

十方控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1831)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of ShiFang Holding Limited (the “**Company**”) will be held at Plaza Meeting Room, Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Tuesday, 22 May 2012 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and if thought fit, approve the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and PricewaterhouseCoopers, the external auditors of the Company (the “**Auditors**”) for the year ended 31 December 2011.
2. To re-elect Mr. Zhang Tie Zhu, a retiring Director, as an executive Director;
3. To re-elect Mr. Yu Shi Quan, a retiring Director, as an executive Director;
4. To re-elect Ms. Chen Min, a retiring Director, as a non-executive Director;
5. To re-elect Mr. Cai Jian Quan, a retiring Director, as an independent Non-executive Director;
6. To authorize the board of directors of the Company (the “**Board**”) to fix the respective Directors’ remuneration;
7. To re-appoint the Auditors and to authorise the Board to determine the remuneration of the Auditors.

NOTICE OF THE AGM

AS SPECIAL BUSINESS, to consider and, if thought fit, to pass, with or without amendments, the following Resolution nos. 8, 9 and 10 as ordinary resolutions of the Company:

8. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the date of 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 the articles of association of the Company (the “Memorandum and Articles”) or any applicable laws to be held; or
 - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

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9. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and deal with additional Shares and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Memorandum and Articles from time to time, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

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- (d) for the purposes of this Resolution:

“Relevant Period” shall have same meaning as that ascribed to it under the Resolution no. 8 above; and “Right Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

10. “**THAT** conditional upon the passing of the Resolutions nos. 8 and 9 above, the general mandate granted to the Directors to allot, issue, grant, distribute and deal with additional Shares pursuant to the Resolution no. 9 above be and is hereby extended by the addition thereof of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution no. 8 above, 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 of this Resolution.”

By Order of the Board of
SHIFANG HOLDING LIMITED
Chen Zhi
Chairman

Hong Kong, 20 April 2012

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Notes:

1. The Register of Members of the Company will be closed from 18 May 2012 to 22 May 2012 (both days inclusive) during which period no transfer of Shares will be registered.
2. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
3. In case of the joint registered holders of any Shares, any one of such persons may vote at any meeting, either in person or by proxy; but if more than one of such joint holders be present at any meeting in person or by proxy, the said person whose name stands first on the Register of Members of the Company shall alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
5. With respect to the Resolutions no. 2 to no. 5 as set out in this notice, Mr. Zhang Tie Zhu, Mr. Yu Shi Quan, Ms. Chen Min, and Mr. Cai Jian Quan will retire upon the conclusion of the Meeting and, being eligible, will offer themselves for re-election at the Meeting. The profiles of the above Directors have been set out in a circular (the "Circular") of the Company dated 20 April 2012 containing details of the Meeting.
6. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Meeting shall be voted by poll.
7. The Circular and the accompanying proxy form have been sent to the shareholders of the Company together with the 2011 Annual Report of the Company.

As at the date of this notice, the executive Directors are Mr. Chen Zhi (Chairman), Mr. Hong Pei Feng, Mr. Zhang Tie Zhu and Mr. Yu Shi Quan; the non-executive Director of the Company is Mr. Wang Ping and Ms. Chen Min; the independent non-executive Directors are Mr. Zhou Chang Ren, Mr. Wong Heung Ming, Henry, Mr. Zhuo Ze Yuan and Mr. Cai Jian Quan.

This Circular, in both English and Chinese versions, is available on the Company's website at www.shifangholding.com and the website of the Stock Exchange (www.hkexnews.hk).