

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you are recommended to consult your independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares in Prince Catering and Management (Overseas) Limited, you should send this document, together with the accompanying form of proxy or form of direction, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Directors of the Company, whose names appear on page 6 of this document, accept responsibility, individually and collectively, for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Prince Catering and Management (Overseas) Limited

Incorporated in the British Virgin Islands under the International Business Companies Act 1984 (as amended) with company number 660106 and automatically re-registered as a business company under the Business Companies Act 2004 of the British Virgin Islands since 1 January 2007)

Proposed Cancellation of Admission Offer to Shareholders and General Meeting

Your attention is drawn to the letter from the Chief Executive of Prince Catering and Management (Overseas) Limited contained in this document, which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

WH Ireland Limited (which is regulated by the Financial Services Authority) is acting exclusively for Prince Catering and Management (Overseas) Limited in connection with the Proposals and will not be responsible to anyone other than Prince Catering and Management (Overseas) Limited for providing the protections afforded to customers of WH Ireland Limited.

Notice of a General Meeting of Prince Catering and Management (Overseas) Limited to be held at the offices of WH Ireland Limited, 11 St. James's Square, Manchester M2 6WH at 10.00 a.m. on 9 October 2008 is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy or, if shareholders hold shares by way of Depository Interests, a Form of Direction, for use in connection with the General Meeting. To be valid, the Form of Proxy for use at the General Meeting, completed in accordance with the instructions thereon, must be received by the Company secretary at Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 10.00 a.m on 7 October 2008 and the Form of Direction for use at the General Meeting, completed in accordance with the instructions thereon, must be delivered to the Company's Registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, England, not later than 10.00 a.m on 6 October 2008.

Further details of the action you should take are set out in the paragraph headed "Action to be taken" in the letter from the Chief Executive of Prince Catering and Management (Overseas) Limited.

CONTENTS

	<i>Page No.</i>
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	3
DEFINITIONS	4
PART I: LETTER FROM THE CHIEF EXECUTIVE	6
Introduction	6
Information on and reasons for the Proposals	7
The City Code	7
General Meeting	7
Action to be taken	7
Recommendation	8
NOTICE OF GENERAL MEETING	9

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2008

Latest time and date for receipt of Forms of Direction	10.00 a.m. on 6 October
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 7 October
General Meeting	10.00 a.m. on 9 October
Proposed date of Cancellation	7.00 a.m. on 17 October
Latest time and date for receipt of Forms of Transfer	5.00 a.m. on 17 April 2009

NB all times quoted are Greenwich Mean Time unless otherwise stated

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“Admission”	the admission of the Company’s Ordinary Shares to trading on AIM
“AIM”	a market operated by the London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies, published by the London Stock Exchange plc from time to time
“BVI”	British Virgin Islands
“Cancellation”	the proposed cancellation of Admission
“City Code”	the City Code on Takeovers and Mergers
“Company” or “Prince”	Prince Catering and Management (Overseas) Limited
“Company’s Registrar”	before the date of Cancellation the Company’s registrar is Capita Registrars (Jersey) Limited, 12 Castle Street, St Helier, Jersey, JE2 3RT. After the date of Cancellation the register will be maintained by the Company Secretary, OMC Chambers, PO Box 3152, Road Town, Tortola, British Virgin Islands
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in such regulations)
“Directors” or “Board”	the board of directors of the Company
“Excluded Shareholders”	any holder of Ordinary Shares who is a Director, an Original Shareholder or a significant shareholder of the Company (as defined by the AIM Rules)
“Form of Direction”	the form of direction enclosed with this document for use at the GM
“Form of Proxy”	the form of proxy enclosed with this document for use at the GM
“Form of Transfer”	the form of transfer enclosed with this document for use in connection with the transfer of Ordinary Shares under the Offer to Shareholders
“GM” or “General Meeting”	the general meeting of the Company to be held at the office of WH Ireland Limited, 11 St. James’s Square, Manchester, M2 6WH at 10.00 a.m. on 9 October 2008, notice of which is set out at the end of this document
“Notice”	the notice of GM set out at the end of this document
“Offer to Shareholders”	the offer from the Original Shareholders to Shareholders (other than the Excluded Shareholders) as set out in this document

“Original Shareholders”	Guangfan Mai, Qihong Wei (the wife of Guangfan Mai), Jinbi He, Chunling Zhang (the wife of Jinbi He) Yuktong Yip and Yungkon Yip, the original shareholders of Prince at the time of the company’s admission to AIM.
“Ordinary Shares”	ordinary shares of US\$0.04 each in the capital of the Company
“Proposals”	the proposed Cancellation and the Offer to Shareholders
“Resolution”	the special resolution to be proposed at the GM which is set out in the Notice
“Shareholders”	the holders of Existing Ordinary Shares
“WH Ireland”	WH Ireland Limited, the Company’s nominated adviser

PART I

LETTER FROM THE CHIEF EXECUTIVE

Prince Catering and Management (Overseas) Limited

(Incorporated in the British Virgin Islands under the International Business Companies Act 1984 (as amended) with company number 660106 and automatically re-registered as a business company under the Business Companies Act 2004 of the British Virgin Islands since 1 January 2007)

Directors

Mr. Guangfan Mai, Chief Executive Officer
Mr. Honkeung Shum, Executive Director
Mr. Jinbi He, Executive Director
Mr. Yuktong Yip, Executive Director

Registered Office

OMC Chambers
PO Box 3152
Road Town
Tortola
British Virgin Islands

16 September 2008

To the Shareholders

Proposed Cancellation of Admission Offer to Shareholders and General Meeting

Dear Shareholder

Introduction

Your Board has taken the decision to cancel the admission of the Ordinary Shares to trading on AIM. It is proposed that the Company will continue as an unquoted private limited company in order to enable the Directors to continue to develop the business.

In addition, the Original Shareholders have agreed to acquire any and all Ordinary Shares held by those Shareholders (other than the Excluded Shareholders) who do not wish to continue to hold shares in an unquoted Company at a price of 2.16p per share. This Offer will be made available to all Shareholders (other than the Excluded Shareholders) for a period of six months after the date of Cancellation. Further details of the Offer are set out below.

Shareholder approval is required under the AIM Rules for the Cancellation and accordingly, the Proposals outlined in this document are conditional upon Shareholders approving the Resolution at the GM.

The purpose of this document is to explain the background to and reasons for the Proposals and why your Directors believe that the Proposals are in the best interests of the Company and the holders of Ordinary Shares as a whole. It also sets out why the Directors recommend that you vote in favour of the Resolution as they intend to do in respect of their own beneficial holdings of Ordinary Shares.

General Meeting

As explained above, the Cancellation is subject to the approval of Shareholders at the GM. Accordingly, set out at the end of this document is a notice convening the General Meeting to be held at the office of WH Ireland Limited, 11 St. James's Square, Manchester M2 6WH at 10.00 a.m. on 9 October 2008.

At this meeting a special resolution will be proposed to approve the Cancellation in accordance with the AIM Rules.

The City Code

As the Company is registered in the British Virgin Islands and its operations are based in China and Hong Kong the City Code does not and will not apply to the Company.

Information on and reasons for the Proposals

1. Cancellation

At present, the annual costs associated with Admission and the Company's status as a public limited company are approximately £60,000. In the opinion of the Directors, the costs of being a public company and of having the Company's shares admitted to trading on AIM are not justifiable and the interests of the Company would be best served by reducing, significantly, these costs to allow the business of the Company further time to develop.

If shareholders approve the Cancellation at the GM the preferred date for the proposed Cancellation is 7 a.m. on 17 October 2008.

2. Offer and Transfers

Following the date of Cancellation, the Ordinary Shares will cease to trade in CREST and on AIM on or around 17 October 2008 (being the date at least 5 business days following the date of the General Meeting) assuming the Resolution is approved. At the same time the depository interests which were settling in CREST will be terminated and there will be no other trading facility provided.

Shareholders who currently hold shares in uncertificated form will receive share certificates in due course following the date of the termination.

After the date of Cancellation, the Shareholders (other than the Excluded Shareholders) will be able to sell their holding in Ordinary Shares in the Company, to the Original Shareholders of the Company, for a period of six months from the date of Cancellation, at a price of 2.16p per Ordinary Share. Shareholders who intend to take advantage of the Offer must follow the procedure set out in paragraph 3 (Action to be Taken (Taking Advantage of the Offer)), below.

Other share transfers may also still be effected after the date of Cancellation by depositing a duly executed and stamped stock transfer form together with an appropriate share certificate with the Company's Registrar.

3. Action to be taken

Form of Proxy

A reply paid Form of Proxy is enclosed for use by Shareholders in connection with the General Meeting. Whether or not Shareholders intend to be present at the meeting, they are asked to complete and return the Form of Proxy in accordance with the instructions

printed thereon and return it to the Company's Registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England, as soon as possible and, in any event, so that it is received by no later than 10.00 a.m. on 7 October 2008.

The return of a completed Form of Proxy will not prevent Shareholders from attending the General Meeting and voting in person if they so wish.

Depository Interests

Holders of Depository Interests ("DI") are invited to attend the General Meeting but are not entitled to vote at the General Meeting. In order to have votes cast at the General Meeting on their behalf, DI holders must complete, sign and return the Form of Direction enclosed with the Notice sent to them to the Company's Registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England so that DI holders can direct Capita IRG Trustees Limited to vote the underlying shares on their behalf. The Form of Direction needs to be received at the address shown on the form by not later than 10.00 a.m. (UK time) on 6 October 2008.

Taking Advantage of the Offer

Shareholders who wish to take advantage of the Offer must return their original share certificate to the Company Secretary of Prince Catering and Management (Overseas) Limited, OMC Chambers, PO Box 3152, Road Town, Tortola, British Virgin Islands accompanied by a copy of the stock transfer form attached at Appendix One to this document, completed and signed where indicated.

The Original Shareholders will arrange for an electronic transfer of funds to each shareholder at a price of 2.16p for each Ordinary Share sold.

Share transfer forms should not be sent before the Cancellation Date.

Recommendation

The Directors consider that the Proposals are in the best interests of the Company and its Shareholders as a whole and recommend that shareholders vote in favour of the Resolution.

Yours faithfully

Guangfan Mai

Chief Executive Officer

PRINCE CATERING AND MANAGEMENT (OVERSEAS) LIMITED

(Incorporated in the British Virgin Islands under the International Business Companies Act 1984 (as amended) with company number 660106 and automatically re-registered as a business company under the Business Companies Act 2004 of the British Virgin Islands since 1 January 2007)

NOTICE OF GENERAL MEETING

OF

PRINCE CATERING AND MANAGEMENT (OVERSEAS) LIMITED

NOTICE IS HEREBY given that a general meeting of Prince Catering and Management (Overseas) Limited (the "Company") will be held at 10.00 a.m. (UK time) at WH Ireland Limited, 11 St. James's Square, Manchester M2 6WH on 9 October 2008. for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as a special resolution.

Special Resolution

That the proposed cancellation of Admission of the Company's Ordinary Shares from AIM, a market of the London Stock Exchange plc by the Company (as detailed in a circular to shareholders dated 16 September 2008) be approved and the Directors of the Company are authorised to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary and/or desirable in order to implement and complete such cancellation of Admission.

BY ORDER OF THE BOARD

.....

Company Secretary

16 September 2008

OMC Chambers

PO Box 3152

Road Town

Tortola

British Virgin Islands

Notes:

- (1) Every member who is entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Authorised representatives of corporate members have full voting powers. Members who have lodged Forms of Proxy are not thereby prevented from attending the meeting and voting in person if they so wish.
- (2) To be effective, the Form of Proxy (together with any power of attorney or other written authority under which it is signed or notarially certified copy of such power or written authority) must be the Company's Registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) not less than 48 hours before the time appointed for the taking of the poll at which it is to be used.

- (3) Any corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to act as its representative to attend, speak and vote (on a show of hands or a poll) on its behalf.
- (4) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the General Meeting is at 10.00 a.m. on 7 October 2008. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.

APPENDIX ONE

**PRINCE CATERING & MANAGEMENT (OVERSEAS) LIMITED
(THE “COMPANY”)**

TRANSFER OF SHARES

[]¹ DOES HEREBY SELL, TRANSFER AND ASSIGN
to []²
of []³

[]⁴ Shares in the Company, a company incorporated under the International Business Companies Act 1984 (as amended) of the British Virgin Islands and automatically re-registered as a business company under the Business Companies Act 2004 of the British Virgin Islands since 1 January 2007.

DATED the [] 2008

Vendor Name⁵:

- Address:
- Contact telephone number:
- Name of Bank:
- Account Number:
- Sort Code:
- SWIFT Code⁶:

Vendor’s Signature:.....

Agreed and accepted this [] 2008

Purchaser Name⁷:

Signature:

1 Insert Seller’s full name as shown on the share certificate.
2 Leave blank for completion by Company.
3 Leave blank for completion by Company.
4 Insert total number of shares in the Company to be sold.
5 Insert Seller’s details including bank details for an electronic transfer of funds.
6 This is the international sort code of the Seller’s bank.
7 Leave blank for completion by Company.

