

*The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this announcement, 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 announcement.*



**WANASPORTS HOLDINGS LIMITED**  
**(威倫堡控股有限公司\*)**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8020)**

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of Wanasports Holdings Limited (the “Company”) will be held at Meeting Room 4, 46/F, Hopewell Centre, 183 Queen’s Road East, WanChai, Hong Kong on 28 July 2005 at 10.30 a.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 March 2005.
2. To re-elect the following retiring Directors in accordance with Article 99 of the Company’s Articles of Association and to authorise the board of Directors to fix their remuneration.

**Ms. Luk Siu Hung**, aged 33, is an executive Director of the Company. Ms. Luk joined the Group in October 2003 and is involved in the development of the Group’s business in the PRC. Prior to joining the Group, Ms. Luk worked in a number of manufacturing and service-related businesses in the PRC and has accumulated solid experience in factory management and business development in the PRC. Ms Luk has no service contract with the Company and receives no emoluments for her service to the Company.

**Mr. Ian George Dallas**, aged 48, is an executive Director of the Company and a director of certain subsidiaries, namely, Wanasports Management Services Limited, Wanagolf Company Limited, Loyalty Enterprise Limited and Wanasports E-Commerce Company Limited. Mr. Dallas has over 20 years experience of investment portfolios management and financial management. Prior to joining the Group in January 2005, Mr. Dallas worked for many multinational companies and was a Main Board Director of a listed company in Hong Kong. Mr. Dallas has been contributing a lot to the strategic planning and financial management of the Company. Mr. Dallas has a 1 year service contract with the Company which will expire on 31 March 2006 with a monthly fixed salary of HK\$30,000, a 1 month year end double pay and discretionary bonus (if any).

All of the above retiring directors have no relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company, and have no interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

\* for identification only

3. To re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration.
4. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:–

**“THAT:–**

- (A) subject to paragraph (C) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “GEM Listing Rules”), the exercise by the Directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time) additional shares in the share capital of the Company and to make or grant any offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant any offers, agreements and options which would or might require the exercise of such powers either during or after the end of the Relevant Period (as hereinafter defined);
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (A) above shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from 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 or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“rights issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

5. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:–

“**THAT**:–

(A) subject to paragraph (B) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 4(D) set out in the Notice of this Meeting) of all the powers of the Company to repurchase the issued shares of the Company on the Stock Exchange or any other stock exchange on which shares in the capital of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and

(B) the aggregate nominal amount of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (A) of this resolution during the Relevant Period (as defined in resolution 4(D) set out in the Notice of this Meeting) shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly.”

6. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:–

“**THAT**, conditional upon the passing of resolutions Nos. 4 and 5 (as set out in the Notice of this Meeting), the unconditional general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution No. 4 (as set out in the Notice of 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 of the Company pursuant to such unconditional general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5 (as set out in the Notice of this Meeting), provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution.”

By order of the board  
**Chiang Wee Tiong**  
*Director*

Hong Kong, 27 June 2005

As at the date hereof, the Company has the following Directors:

*Executive Directors*

Mr. Wan Chi Keung  
Mr. Chiang Wee Tiong  
Ms. Luk Siu Hung  
Mr. Ian George Dallas

*Independent non-executive Directors*

Mr. Terry Ian Butcher  
Mr. Vincent Yu

*This announcement, for which the Directors collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at [www.wanasports.net](http://www.wanasports.net).*