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JF Household Furnishings Limited
捷豐家居用品有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8310)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of JF HOUSEHOLD FURNISHINGS LIMITED (the “Company”) will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 24 April 2006 at 4:00p.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 December 2005.
2. To re-appoint auditors and to authorise the board of directors of the Company (the “**Board of Directors**”) to fix their remuneration.
3. To consider and declare a final dividend for the year ended 31 December 2005;
4. As special business, to consider and if thought fit, pass the following resolutions as ordinary resolutions:

(A) “**THAT**

- (i) subject to sub-paragraph (iii) of this Resolution and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM Listing Rules**”), the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which may require the exercise of such powers be and it is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers at any time during or after the expiry of the Relevant Period;

(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); or (b) the exercise of any option scheme or similar arrangement for the time being adopted for the grantor issued to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible persons of Shares or rights to acquire Shares of the Company; or (c) any issue of Shares upon exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or (d) any scrip dividend scheme or similar arrangement providing for allotment of shares in lieu of the whole or part of any dividend in accordance with the Articles of Association, shall not exceed the sum of:

(AA) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution; and

(BB) (if the Directors are so authorised by a separate 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 of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution;

and the said approval shall be limited accordingly;

(iv) for the purposes of this Resolution, “**Rights Issue**” means an offer of shares in the capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the capital of the Company open for a period fixed by the Directors to shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (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, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong or the expense or delay that may be incurred in the determination of any such restrictions or obligations); and

(v) for the purposes of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) 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 Cayman Islands law to be held; or

(c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors under this Resolution.”

(B) **“THAT**

- (i) subject to sub-paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares in the capital of the Company which may be purchased or agreed to be purchased by the Company pursuant to the authority granted under sub-paragraph (i) of this Resolution during the Relevant Period 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 this Resolution and the authority pursuant to sub-paragraph (i) of this Resolution shall be limited accordingly; and
- (iii) for the purpose of this Resolution, “Relevant Period” shall have the same meanings as ascribed to it under sub-paragraph (v) of the Resolution no. 4(A) above.”

(C) **“THAT** conditional upon Resolutions no. 4(A) and 4(B) being passed, the general mandate granted to the Directors pursuant to Resolution no. 4(A) above be and it is extended by the addition to the aggregate nominal amount of the Shares which may be allotted, issued or otherwise dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate nominal amount of the Shares in the capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under Resolution no. 4(B) above.”

5. As special business, to consider and if thought fit, pass the following resolution as special resolution:

“THAT the Articles of Association of the Company be and are amended by replacing the following words “by special resolution” in the existing Article 86(5) with the following words “by ordinary resolution”.”

6. (A) To re-elect the following Directors of the Company:

- (i) Mr. Yan Siu Wai;
- (ii) Mr. Leung Kwok Yin;
- (iii) Mr. Bao Jisheng;
- (iv) Mr. Kwan Kai Cheong;

(v) Mr. Garry Alides Willinge; and

(vi) Mr. Yu Hon Wing Allan.

(B) To authorise the Board of Directors to fix the remuneration of the Directors.

On behalf of the Board
Cheung Wai Tak
Company Secretary

Hong Kong, 28 March 2006

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of, a poll, vote instead of him. A proxy needs not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, together with any power of attorney or other authority, 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 meeting. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting should he so wishes.
- (3) Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (4) The transfer books and register of members of the Company will be closed from 26 May 2006 to 30 May 2006 (both days inclusive). During such period, no transfer of shares will be registered. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at the above address no later than 4:00 p.m. on 25 May 2006.

As at the date of this announcement, the executive Directors are Messrs. Yan Siu Wai (Chairman), Leung Kwok Yin and Bao Jisheng; and the independent non-executive Directors are Messrs. Kwan Kai Cheong, Garry Alides Willinge and Yu Hon Wing Allan.

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