



# ALPHA GENERAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 73)

## NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of ALPHA GENERAL (HOLDINGS) LIMITED (the "Company") will be held at 10:30 a.m. on 20 December 2004 at Aberdeen Room, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong (or so soon after the meeting of the holders of the Scheme Shares (as defined in the scheme of arrangement hereinafter mentioned) convened pursuant to the direction of the Supreme Court of Bermuda at the same place and on the same date shall have been concluded or concluded after any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

### SPECIAL RESOLUTION

1. "THAT:

- (A) the scheme of arrangement dated 26 November 2004 (the "Scheme") between the Company and the holders of the Scheme Shares (as defined in the Scheme) as at the Record Date (as defined in the Scheme) in the form of the printed document contained in a composite document which has been submitted to this meeting marked "A" and, for the purpose of identification, signed by the chairman of this meeting, with any modification thereof or addition thereto or subject to any conditions approved or imposed by the Supreme Court of Bermuda), be and is hereby approved; and
- (B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
  - (i) the issued share capital of the Company be reduced by the cancellation and extinguishment of all of the Scheme Shares;
  - (ii) the credit arising in the books of account of the Company as a result of the reduction of its issued share capital referred to in sub-paragraph (B)(i) above be applied by the Company to its contributed surplus;

and the Directors be and are hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion, deem fit to effect, implement and complete any of the foregoing."

By order of the Board  
**ALPHA GENERAL (HOLDINGS) LIMITED**  
**CHU Ka Lok, Peter**  
*Chairman*

Hong Kong, 26 November 2004

*Principal place of business in Hong Kong:*

Room 1503, Dominion Centre

43-59 Queen's Road East

Hong Kong

*Notes:*

- 1. All transfers accompanied by the relevant share certificates must be lodged at the branch share registrar of the Company in Hong Kong, Secretaries Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not later than 4:00 p.m. on 15 December 2004.
- 2. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person at this proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.

3. A pink form of proxy of the meeting is enclosed. If the appointer is a corporation, the pink form of proxy must be under its common seal or, under the hand of an officer or attorney duly authorised on its behalf. Completion and return of the pink form of proxy will not preclude a member from attending this meeting and voting in person if he so wishes. In such event, his form of proxy will be deemed to have been revoked.
4. To be valid, a pink form of proxy must be deposited at the principal office of the Company at branch share registrar of the Company in Hong Kong, Secretaries Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding this meeting or any adjournment thereof.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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.

As at the date of this announcement, the Board comprises seven directors, of which (i) four are executive Directors, namely Mr. Chu Ka Lok, Peter, Mr. Wat Hon Keung, Mr. Chan Kai Kwok and Ms. Chu Maria Teresa, and (ii) three are independent non-executive Directors, namely Mr. Chan Chi Keung, Chris, Dr. Wu Shu Chih, Alex and Mr. Kwok Ping Ki, Albert.

“Please also refer to the published version of this announcement in The Standard.”