

**IN THE SUPREME COURT OF BERMUDA**  
**CIVIL JURISDICTION**  
**2004: NO. 381**

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**IN THE MATTER OF**  
**ALPHA GENERAL (HOLDINGS) LIMITED**  
**and**  
**IN THE MATTER OF**  
**SECTION 99 OF THE COMPANIES ACT, 1981**

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**NOTICE OF MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an Order dated 25 November 2004 (the “Order”) made in the above matter, the Court has directed a meeting of the holders of the Scheme Shares (as defined in the Scheme of Arrangement hereinafter mentioned) to be convened, for the purpose of considering and, if thought fit, approving (with or without modification(s)) a Scheme of Arrangement proposed to be made between the above-named company (the “Company”) and the holders of Scheme Shares on the Record Date and that such meeting will be held at Aberdeen Room, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on the 20th day of December 2004 at 10:00 a.m. at which place and time all the holders of the Scheme Shares are requested to attend.

A copy of a printed scheme circular (the “Scheme Circular”) of which this notice forms a part, containing the said Scheme of Arrangement and the explanatory statement required to be furnished pursuant to section 100 of the Companies Act 1981 together with a form of proxy have been posted to every shareholder having a registered address in the register of members of the Company and additional copies of the Scheme Circular, together with forms of proxy, can be obtained by any person entitled to attend the said meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday afternoon, a Sunday or a statutory holiday) from (i) the principal offices of the Company at Room 1503, Dominion Center, 43-59 Queen’s Road East, Hong Kong; and (ii) the office of the branch share registrar of the Company in Hong Kong, namely Secretaries Limited, situate at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.

The said holders of the Scheme Shares may vote in person at the said meeting or they may appoint another person(s) whether member(s) of the Company or not, as their proxies to attend and vote in their stead.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint shareholding.

It is requested that forms appointing proxies be lodged with 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 less than 48 hours before the time appointed for the said meeting.

By the Order the Court has appointed Mr. Chu Ka Lok, Peter, a Director of the Company, or failing him, Mr. Chan Kai Kwok, also a Director of the Company, or failing him, any other person who is a Director of the Company as at the date of the Order to act as Chairman of the said meeting and has directed the Chairman to report the result thereof to the Court.

The said Scheme of Arrangement will be subject to the subsequent approval of the Court and to the satisfaction of the conditions set out in the explanatory statement contained in the Scheme Circular.

Dated this 26th day of November 2004

**CONYERS DILL & PEARMAN**

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