



# MIRABELL

## MIRABELL INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1179)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of MIRABELL INTERNATIONAL HOLDINGS LIMITED (the "Company") will be held at 8/F, Wyler Centre, Phase II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 29 December 2004 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

**"THAT:**

- (A) the share option scheme of the Company (the "New Scheme"), the rules of which are contained in the document marked "A" produced to the meeting and for the purpose of identification signed by a director of the Company, be and is hereby approved and adopted and that the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme, including without limitation:
- (i) to administer the New Scheme under which options will be granted to participants eligible under the New Scheme to subscribe for shares in the capital of the Company ("Shares");
  - (ii) to modify and/or amend the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to modification and/or amendment and in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
  - (iii) to allot, issue and deal with from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Scheme;
  - (iv) to make application at the appropriate time or times to The Stock Exchange of Hong Kong Limited and any other stock exchange upon which the issued Shares of the Company may for the time being be listed for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Scheme; and
  - (v) to consent, if they so deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Scheme; and
- (B) the existing share option scheme of the Company, which was conditionally adopted by the Company at its general meeting on 19 November 1996, be and is hereby terminated with immediate effect."

By order of the Board  
**Leung Yiu Fai, Kelvin**  
Company Secretary

Hong Kong, 13 December 2004

*Registered Office:*

Ugland House  
South Church Street  
P.O. Box 309  
George Town, Grand Cayman  
Cayman Islands  
British West Indies

*Head Office and Principal Place of Business:*

8/F, Wyler Centre, Phase II  
200 Tai Lin Pai Road  
Kwai Chung  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed with the circular to shareholders of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited with the Company's Hong Kong branch share registrar, Abacus Share Registrars 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 of the meeting or adjourned thereof (as the case may be). Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjournment thereof and in such event, the instrument appointing the proxy shall be deemed revoked.
4. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint shareholder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. As at the date of this Notice, the Company's executive directors are Mr Tang Wai Lam, Mr Tang Keung Lam, Mr Ng Man Kit, Lawrence and Mr Chung Chun Wah; independent non-executive directors are Mr Lee Kin Sang and Mr Chan Ka Sing, Tommy and Mr Ng Chun Chuen, David; non-executive director is Mr Lee Kwan Hung.

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