



# SNP LEEFUNG HOLDINGS LIMITED

## 利豐雅高印刷集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 623)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the Company will be held at 10th Floor, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong on Thursday, 8 December 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** the Bye-Laws of the Company be amended in the following manner:

**(a) Bye-Law 86**

By deleting the existing Bye-Law 86 in its entirety and substituting therefor the following new Bye-Law 86:

‘86 Subject to the provisions of the Bye-Laws and the Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board of Directors or as an addition to the existing Board of Directors. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-Law 97. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than three (3).’;

**(b) Bye-Law 88**

By deleting the existing Bye-Law 88 in its entirety and substituting therefor the following new Bye-Law 88:

‘88 The Company may by special resolution remove any Director before the expiration of his period of office (notwithstanding anything in the Bye-Laws or in any agreement between the Company and such Director but without prejudice to any claim which he may have for damages for breach of any such agreement) and may by ordinary resolution elect another person in his stead, provided that notice of such meeting shall be served on the Director concerned not less than fourteen (14) days before the meeting and he shall be entitled to be heard at such meeting. Any person so elected shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-Law 97.’;

**(c) Bye-Law 89**

By deleting the existing Bye-Law 89 in its entirety and substituting therefor the following new Bye-Law 89:

‘89 Without prejudice to the power of the Company in pursuance of the provisions of the Bye-Laws to appoint any person to be a Director and subject to the Act, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board of Directors or as an addition to the Board of Directors but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director so appointed by the Board of Directors shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-Law 97.’; and

**(d) Bye-Law 97**

By deleting the existing Bye-Law 97 in its entirety and substituting therefor the following new Bye-Law 97:

‘97 Unless and until the Company in a general meeting shall otherwise determine, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as Chairman of the Board of Directors or the Managing Director of the Company) shall be subject to retirement by rotation at least once every three (3) years or within such other period as the Designated Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction as are applicable to the Company may require. A Director retiring at a meeting shall retain office until the close of the meeting. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The Directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the Board of Directors at the date of the notice convening the annual general meeting and no Director shall be required to retire or be relieved from retiring by reason of any change in the number and identity of the Directors after the date of such notice but before the close of the meeting. A retiring Director shall be eligible for re-election at the relevant annual general meeting.’”

By order of the Board  
**LO Kin Cheung**  
*Company Secretary*

Hong Kong, 15 November 2005

*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's principal place of business at 10th Floor, Wing On House, 71 Des Voeux Road Central, Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (c) Concerning the special resolution set out in the above notice, approval is being sought to amend the Company's bye-laws in order to comply with certain provisions of the new Code on Corporate Governance Practices contained in Appendix 14 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

*As at the date of this notice, the Board of Directors comprises two executive Directors, being Mr. Yeo Chee Tong and Mr. Yang Sze Chen, Peter, one non-executive Director, being Mr. Tay Siew Choon, and four independent non-executive Directors, being Mr. Cheng Wai Wing, Edmund, Mr. John Robert Walter, Mr. Lai Ming, Joseph and Ms. Alice Kan Lai Kuen.*

*\* For identification purposes only*

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