



**新世界信息科技有限公司\***  
**New World TMT Limited**  
(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 0301)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of New World TMT Limited (the “Company”) will be held at Concord Room, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 13 January 2006 at 11:00 a.m. (Hong Kong time) (or so soon thereafter as the meeting of certain holders of the ordinary shares of HK\$1.00 each in the capital of the Company convened by direction of the Grand Court of the Cayman Islands for the same place and day shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution as a Special Resolution:

### **SPECIAL RESOLUTION**

**“THAT:**

- (A) the scheme of arrangement dated 16 December 2005 (the “Scheme”) between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved;
- (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 cancelling and extinguishing the Scheme Shares;
  - (ii) subject to and forthwith upon such reduction of capital taking effect, the share capital of the Company will be increased to its former amount of HK\$952,180,007 by the issue of the same number of ordinary shares of HK\$1.00 each in the capital of the Company as is equal to the Scheme Shares cancelled; and
  - (iii) the Company shall apply the credit arising in its books of account as a result of such capital reduction in paying up in full at par the 435,618,522 new ordinary shares of HK\$1.00 each in the capital of the Company issued, credited as fully paid, to Mombasa Limited or as New World Development Company Limited may direct;

(C) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose.”

By Order of the Board  
**Richard Poon**  
Company Secretary

Dated 16 December 2005

*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 in Hong Kong*  
2008, 20th Floor  
New World Tower 1  
18 Queen’s Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company, but must attend the Meeting in person to represent him.
2. A white form of proxy for use at the Meeting is enclosed with the composite document containing the Scheme dated 16 December 2005 despatched to members of the Company on 16 December 2005.
3. In order to be valid, the white form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the principal place of business of the Company in Hong Kong, at 2008, 20th Floor, New World Tower 1, 18 Queen’s Road Central, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Meeting and voting in person if he so wishes. In the event that a member attends the Meeting after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.
4. In the case of joint holders of a share, 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 holding.
5. At the Meeting, the chairman of the Meeting will exercise his power under article 80 of the articles of association of the Company to put the above resolution to vote by way of a poll.

6. The register of members of the Company will be closed from Tuesday, 10 January 2006 to Friday, 13 January 2006 (both dates inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Standard Registrars 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 Monday, 9 January 2006. With effect from 3 January 2006, the Company's branch share registrar in Hong Kong, Standard Registrars Limited, will be relocated to 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
7. As at the date hereof, the board of directors of the Company comprises: (i) executive directors: Dr. CHENG Kar-Shun, Henry, Mr. WONG Chi-Chiu, Albert and Dr. WAI Fung-Man, Norman; (ii) non-executive directors: Mr. Wilfried Ernst KAFFENBERGER (alternate director to Mr. Wilfried Ernst KAFFENBERGER: Mr. YEUNG Kun-Wah, David), Mr. FU Sze-Shing, Mr. LEE Sean, Sammy and Mr. LAI Hing-Chiu, Dominic; and (iii) independent non-executive directors: Dr. LAM Man-Kit, Dominic, The Honourable SHEK Lai-Him, Abraham and Mr. KONG Chi-How, Johnson.

\* *For identification purposes only*

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