
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Stock Exchange of Hong Kong Limited, Hong Kong Securities Clearing Company Limited and the Singapore Exchange Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in People's Food Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information only and does not constitute an offer or invitation to acquire, purchase or subscribe for securities of People's Food Holdings Limited.



PEOPLE'S FOOD HOLDINGS LIMITED

大众食品控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Exchange Stock Code 708)

PROPOSED AMENDMENTS TO BYE-LAWS

A notice convening a special general meeting of People's Food Holdings Limited (the "Company") to be held at Grand Hyatt Singapore, Magnolia IV Room, 10 Scotts Road, Singapore 228211 on Friday, 28th April, 2006 at 3:15 p.m. is set out on page 4 of this circular. Whether or not shareholders are able to attend the meeting, shareholders are advised to read the notice and complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tengis Limited of 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong or the Company's share transfer agent in Singapore, Lim Associates (Pte) Ltd. of 10 Collyer Quay #19-08, Ocean Building, Singapore 049315, as soon as possible and in any event not less than 48 hours before the time set for the meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or adjourned meeting should the shareholders so wish.

* For identification purposes only



PEOPLE'S FOOD HOLDINGS LIMITED

大众食品控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Exchange Stock Code 708)

Executive Directors:

Mr. Ming Kam Sing
Mr. Zhou Lian Kui
Mr. Zhou Lian Liang

Independent and Non-executive Directors:

Mr. Chng Hee Kok
Mr. Chan Kin Sang
Dr. Ow Chin Hock

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Offices:

Bancheng Town, Linyi City
Shandong Province
Postal Code 276036
People's Republic of China

Units 3-4, 9th Floor
Wing On Plaza
62 Mody Road
Tsimshatsui
Kowloon
Hong Kong

30th March, 2006

*To the shareholders
of People's Food Holdings Limited*

Dear Sir or Madam,

PROPOSED AMENDMENTS TO BYE-LAWS

On 1st January, 2005, the Listing Rules were amended by The Stock Exchange of Hong Kong Limited ("Stock Exchange"), among others, by replacing the Code of Best Practice in Appendix 14 by a new Code on Corporate Governance Practices ("CG Code"). In addition, on 1st March, 2006, there were certain amendments to the Listing Rules, inter alia, including that, otherwise provided by law, a Director of the Company ("Directors") may be removed by an ordinary resolution instead of a special resolution in general meeting ("New Amendment"). To bring the constitution of the Company in alignment with certain code provisions of the CG Code and the New Amendment, the Directors proposed to obtain shareholders' approval to amend the Company's Bye-Laws. Such amendments are set out in the Appendix for reference.

Yours faithfully,

By Order of the Board

People's Food Holdings Limited

Ming Kam Sing

Chairman

* For identification purposes only

Existing Bye-laws

Proposed Bye-laws

85. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. All Directors shall be natural persons. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter in accordance with Bye-law 86 and shall hold office until the next appointment of Directors or until their successors are elected or appointed. Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.

85. (2) 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 or, subject to authorisation by the Members in general meeting, as an addition to the existing Board 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 shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

85. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. All Directors shall be natural persons. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter in accordance with Bye-law 86 **or at any special general meeting** and shall hold office until the next appointment of Directors or until their successors are elected or appointed **or until their retirement by rotation or resignation**. Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.

85. (2) **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 or, subject to authorisation by the Members in general meeting, as an addition to the existing Board 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 shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.**

Existing Bye-laws

85. (4) Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

Proposed Bye-laws

85. (4) Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by **ordinary** resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

NOTICE OF SPECIAL GENERAL MEETING



PEOPLE'S FOOD HOLDINGS LIMITED

大众食品控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Exchange Stock Code 708)

NOTICE IS HEREBY GIVEN that a special general meeting of People's Food Holdings Limited (the "Company") will be held at Grand Hyatt Singapore, Magnolia IV Room, 10 Scotts Road, Singapore 228211 on 28th April, 2006 at 3:15 p.m. for the purpose of considering and, if thought fit, passing, the following resolution:

SPECIAL RESOLUTION

"THAT the Bye-laws of the Company be amended as follows:

- (A) by adding the words (i) "or at any special general meeting" after the words "Bye-law 86" and (ii) "or until their retirement by rotation or resignation" after the word "appointed" in the fourth sentence of Bye-law 85(1);
- (B) by deleting the word "annual" before the words "general meeting" in the second sentence of Bye-law 85(2); and
- (C) by deleting the word "special" before the words "resolution remove a Director" in Bye-law 85(4) and replacing it with the word "ordinary".

By order of the Board
Pang Wai Hong
Company Secretary

Hong Kong, 30th March, 2006

Notes:

- (1) A form of proxy for use at the special general meeting is enclosed herewith.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.

For Shareholders with registered addresses in Singapore:

- (3) If a shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishes to attend and vote at the Special General Meeting (the "Meeting"), then he/she/it should complete the proxy form and

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

deposit the duly completed Proxy Form at the office of the Company's Singapore Share Transfer Agent, Lim Associates (Pte) Ltd. at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315, at least 48 hours before the time of the meeting.

- (4) If a depositor wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the office of the Company's Singapore Share Transfer Agent, Lim Associates (Pte) Ltd. at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315, at least 48 hours before the time of the meeting.

For Shareholders with registered addresses in Hong Kong:

- (5) Subject to the Bye-laws of the Company, a member entitled to attend and vote at the meeting convened by the above notice who is the holder of two or more shares is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (6) To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Branch Share Registrar in Hong Kong, Tengis Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.