



南聯實業有限公司

**WINSOR INDUSTRIAL CORPORATION LTD.**

*(incorporated in Hong Kong with limited liability)*

(Stock Code: 98)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Winsor Industrial Corporation, Limited (the “Company”) will be held at Room 304, 3rd Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 13 November, 2006 at 10:30 a.m. (or as soon thereafter as the Court Meeting (as defined in the scheme of arrangement hereinafter mentioned) convened for the same day and place shall have been concluded or concluded after any adjournment), for the purpose of considering and, if thought fit, passing the following resolution as a special resolution by way of poll in accordance with the Company’s articles of association:

### **SPECIAL RESOLUTION**

“**THAT:**

- (A) the proposed scheme of arrangement (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print 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 High Court of the Hong Kong Special Administrative Region, be and is hereby approved; and
- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
  - (i) the authorised and issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
  - (ii) the Company shall apply the amount of credit arising in its books of account as a result of the said reduction of capital to a reserve account in its books of account; and

(C) the directors of the Company be and are hereby authorised to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the Proposal (as defined in the scheme document of which this Notice forms part) as a whole, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme, and to any condition which may be approved or imposed by the High Court of the Hong Kong Special Administrative Region.”

By order of the Board

**Lam Woon Bun**

*Director and Company Secretary*

Hong Kong, 20 October 2006.

*Notes:*

1. A white form of proxy for use at this meeting is enclosed with the scheme document.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who must be individuals) to attend and vote instead of him/her. A proxy need not be a member.
3. In order to be valid, the white form of proxy together with any 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 lodged at the registered office of the Company at 2nd Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong (marked for the attention of “the Company Secretary”) not less than 48 hours before the time appointed for holding this meeting or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at this meeting.
5. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto and if more than one such joint holders be present at the meeting, personally or by proxy, the person present whose name stands first on the register of members of the Company will be entitled to vote in respect thereof.

6. On a poll, every member present in person or by proxy shall have one vote for each share held by him/her.

*As at the date of this announcement, the Winsor Board comprises Messrs. Chou Wen Hsien, OBE, JP, Chow Chung Kai, OBE, JP, Chow Wai Wai, John, Chow Ming Shan, Tang Hung Yuan, Lam Woon Bun, Tang Ming Chien, Manning, Lord Michael Graham Ruddock Sandberg, CBE, Yue Kwok Hung, Justin, MBE, Ho Fook Hong, Ferdinand and Yeung Lai Woo.*

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