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If you are in 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 all your shares in Kiu Hung International Holdings Limited, you should at once hand this circular and accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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Kiu Hung International Holdings Limited
僑雄國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 381)

**PROPOSAL FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES
AND
REPURCHASE EXISTING SHARES**

A notice convening the annual general meeting of Kiu Hung International Holdings Limited to be held at 14th Floor, Yale Industrial Centre, 61-63 Au Pui Wan Street, Fotan, Hong Kong at 10:00 a.m. on Tuesday, 23rd May, 2006 to approve the matters referred to therein as set out in Appendix III of this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

28th April, 2006

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company for the year ended 31st December, 2005 to be held at 10:00 a.m. on Tuesday, 23rd May, 2006
“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Business Day”	a day other than Saturday on which banks in Hong Kong are generally open for business
“Company”	Kiu Hung International Holdings Limited
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars
“Issue of Shares Mandate”	the general and conditional mandate granted to the Directors to allot, issue and deal with Shares as referred to in the paragraph headed “General mandates” to this circular
“Latest Practicable Date”	24th April, 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate granted to the Directors to repurchase securities of the Company as referred to in the paragraph headed “General mandates” to this circular
“Shares”	shares of HK\$0.02 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



Kiu Hung International Holdings Limited

僑雄國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 381)

Executive Directors:

Hui Kee Fung (*Chairman*)

Hui Ki Yau (*Chief Executive Officer*)

Hui Hung Tan, Teresa

Independent Non-executive Directors:

Lin Al Yue

Peng Guanghui

Kung King Ching, Conrad

Registered office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town

Grand Cayman

*Head office and principal place
of business in Hong Kong:*

14th Floor

Yale Industrial Centre

61-63 Au Pui Wan Street

Fo Tan, Shatin

Hong Kong

28th April, 2006

To the Shareholders

Dear Sir or Madam

**PROPOSAL FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES
AND
REPURCHASE EXISTING SHARES**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals relating to (i) the re-election of Directors who are due to be retired at the AGM; (ii) the granting of the Issue of Shares Mandate; (iii) the granting of the Repurchase Mandate; and (iv) the granting of a general mandate to the effect that the total number of Shares of the Company which may be allotted and issued under the Issue of Shares Mandate may be increased by an additional number representing such number of Shares actually repurchased by the Company under the Repurchase Mandate.

LETTER FROM THE BOARD OF DIRECTORS

GENERAL MANDATES

At the AGM, separate ordinary resolutions will be proposed to give the Directors a general and unconditional mandate to (i) exercise all powers of the Company to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution; and (ii) allot and issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution. Such mandates will expire on the earliest of (a) the date of the next annual general meeting, (b) the date by which the next annual general meeting of the Company is required to be held by law or by its articles of association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Conditional upon the passing of the resolutions with respect to the Repurchase Mandate and the Issue of Shares Mandate at the AGM, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors under the Repurchase Mandate shall be added to the aggregate nominal amount of the issued share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue of Shares Mandate.

Based on 2,213,820,000 Shares in issue as at the Latest Practicable Date, assuming no Shares are repurchased or issued prior to the AGM, the Company would upon the Repurchase Mandate being approved, be allowed to repurchase up to 221,382,000 Shares.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Mr. Kung King Ching, Conrad was appointed by the Board as the new independent non-executive Director with effect from 13 September 2005. In accordance with Article 86(3) of the Articles, Mr. Kung will hold directorship only until the general meeting of the Company following his appointment and will be eligible for re-election. Accordingly, Mr. Kung will retire at the AGM and will be eligible for re-election as an independent non-executive Director.

In accordance with Article 87 of the Articles, Mr. Hui Kee Fung will retire from directorship by rotation and will be eligible for re-election as executive Directors at the AGM.

Biographical details of the above Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD OF DIRECTORS

RECOMMENDATION

The Directors consider that the re-election of Directors who are due to be retired at the AGM, the granting of the Repurchase Mandate, the Issue of Shares Mandate and the extension of the Issue of Shares Mandate are in the best interest of the Company and its Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM. The Directors will vote in favour of such resolution in respect of their shareholdings (if any) in the Company.

GENERAL INFORMATION

The notice of the AGM is set out in Appendix III to this circular.

The procedures pursuant to the Articles by which shareholders may demand a poll on the resolutions proposed at the AGM is set out in Appendix IV to this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying proxy form to the share registrar of the Company, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM. The return of the proxy form will not preclude you from attending and voting at the AGM in person if you so wish.

Yours faithfully
By order of the Board
Kiu Hung International Holdings Limited
Hui Kee Fung
Chairman

This is an explanatory statement given to all Shareholders of the Company, as required by the Listing Rules, to provide requisite information of the Repurchase Mandate.

(a) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the relevant resolution. The Company's authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules. On the Latest Practicable Date, there were in issue an aggregate of 2,213,820,000 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 221,382,000 Shares being repurchased by the Company.

(b) Reasons for repurchase

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share. As compared with the financial position of the Company as at 31st December, 2005 (being the date of its latest audited accounts), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(c) Funding of repurchases

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

The Company is empowered by its memorandum and articles of association to repurchase its securities. The Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands law, the repurchased securities will remain part of the authorised but unissued share capital.

(d) Connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

At the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of the Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum and articles of association of the Company and any applicable laws of the Cayman Islands.

(e) Effect of takeovers code and minimum public float

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("Code"). As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, so far as the Directors are aware of, the person(s) directly or indirectly interested in 5% or more of the voting power at any general meeting of the Company is/are as follows:

Name of shareholder	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Legend Win Profits Limited	1,567,500,000	70.81%	78.67%

Note: Legend Win Profits Limited is a company incorporated in the British Virgin Islands and is owned by Hui Kee Fung (as to 3,895 shares), Hui Ki Yau (as to 3,263 shares), Hui Hung Tan, Teresa (as to 2,316 shares) and Hui's K.K. Foundation Limited (as to 526 shares). Hui Kee Fung, Hui Ki Yau and Hui Hung Tan, Teresa are the registered members and directors of Hui's K.K. Foundation Limited and also the executive Directors of the Company.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above substantial shareholder would be increased to approximately the respective percentages shown in the last column above and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole will result in less than the relevant prescribed minimum percentage of 25% of the Shares of the Company being held by the public as required by the Stock Exchange pursuant to Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

SHARE PRICES

During each of the previous 12 months to 31st March, 2006, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
April	0.180	0.148
May	0.160	0.150
June	0.150	0.150
July	0.150	0.150
August	0.150	0.150
September	0.150	0.150
October	0.150	0.148
November	0.148	0.148
December	0.155	0.146
2006		
January	0.155	0.130
February	0.140	0.131
March	0.160	0.120

The biographical details of the Directors eligible for re-election at the AGM are set out below:–

Mr. Hui Kee Fung, Chairman and Executive Directors

Experience

Mr. Hui Kee Fung, aged 45, is the Chairman and Executive Directors of the Company. He is responsible for the overall strategic planning and formulation of the corporate policies of the Group. Mr. Hui has over 10 years of experience in the decorative gift and toy industries. He is currently a Standing Committee Member of the Chinese People's Political Consultative Conference of Fujian Province, the PRC, a Fellow of the Asian Knowledge Management Association; and Adjunct Professor of the City University of Hong Kong, a Member of the Economic Cooperative Committee between Hong Kong and the Fujian Province, the Vice-Chairman of Putian Foreign Investors' Association in Fujian, the PRC, a General Committee Member of the Chamber of Hong Kong Listed Companies, a Committee Member of Hong Kong Young Industrialists Council, the Deputy Managing Director and a Visiting Professor of The Fujian Putian University in the PRC, the Honorary Dean of the Xiong Xing Business Administration College in The Fujian Putian University and an Honorary Citizen of Putian, Fujian, the PRC. Mr. Hui has awarded the Young Industrialist Awards of Hong Kong in 2001.

Length of service and remuneration

Mr. Hui Kee Fung has entered into a service contract with the Company for an initial term of three years commencing from 19th December, 2000 and shall continue thereafter for successive terms of one year, which may be terminated by either party thereto by giving to the other six months' prior notice in writing. The current remuneration payable to Mr. Hui Kee Fung is HK\$1,611,000 per annum, which is determined by the Board with reference to his duties and responsibilities with the Company. At the sole and absolute discretion of the Board, the annual remuneration payable to Mr. Hui Kee Fung after each completed year of service may be increased provided that such increase shall not exceed 15% of the then current annual remuneration. In addition, a discretionary bonus as the Board may in its absolute discretion determine having regard to the performance of Mr. Hui Kee Fung and the operating results of the Group which, in respect of any financial year of the Company, shall not be more than 10% of the audited consolidated net profit after taxation and minority interests but before extraordinary and exceptional items of the Group for that financial year. The discretionary bonus shall only be payable when the audited consolidated net profit after taxation and minority interests but before extraordinary and exceptional items of the Group and before payment of the total discretionary bonuses payable to all the executive directors shall exceed \$45 million.

Relationships and Interest in Shares

Mr. Hui Kee Fung is the brother of Mr. Hui Ki Yau and Madam Hui Hung Tan, Teresa, which are both executive directors of the Company. As at the Latest Practicable Date, within the meaning of Part XV of the Securities and Futures Ordinance, Mr. Hui Kee Fung is interested in 1,567,500,000 shares of the Company through his interest in Legend Win Profits Limited. The issued share capital of Legend Win Profits Limited is beneficially owned by Mr. Hui Kee Fung, Mr. Hui Ki Yau, Madam Hui Hung Tan, Teresa and Hui's K.K. Foundation Limited as to 38.95%, 32.63%, 23.16% and 5.26%, respectively. Hui's K.K. Foundation Limited is a company incorporated in Hong Kong, limited by guarantee and does not have a share capital. Mr. Hui Kee Fung, Mr. Hui Ki Yau and Madam Hui Hung Tan, Teresa are the registered members and directors of Hui's K. K. Foundation Limited.

Others

Save as disclosed above, the directors are not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to the re-election of Mr. Hui Kee Fung as an Executive Director of the Company.

Mr. Kung King Ching, Conrad, Independent Non-Executive Directors*Experience*

Mr. Kung King Ching, Conrad, aged 41, is the General Manager of Tat Shing Machinery Factory in Hong Kong and a Director of Putian Hua Gang Industrial Development Co., Ltd. in the People's Republic of China. Mr. Kung holds a Bachelor of Administration Degree from the University of Regina in Canada and has over 20 years of experience in the trading and manufacturing industries. Mr. Kung was appointed as an Independent Non-executive Director of the Company on 13 September 2005.

Length of service and remuneration

There is no service contract being entered into between Mr. Kung and the Company. Mr. Kung is appointed for a term of one year commencing from 13 September, 2005 and he is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Kung will be entitled to an annual emolument of HK\$50,000 (but not entitled to any bonus), which is determined by the Board with reference to his duties and responsibilities with the Company.

Relationships and Interest in Shares

Mr. Kung is independent of and not connected with any of the directors, senior management, substantial shareholders or controlling shareholders of the Company other than the relationship arising from being an independent non-executive director of the Company. As at the Latest Practicable Date, Mr. Kung was not beneficially interested in any Shares pursuant to Part XV of the Securities and Futures Ordinance.

Others

Save as disclosed above, the Directors are not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to the re-election of Mr. Kung King Ching, Conrad, as an Independent Non-executive Director of the Company.



Kiu Hung International Holdings Limited

僑雄國際控股有限公司

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(Stock Code: 381)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of KIU HUNG INTERNATIONAL HOLDINGS LIMITED (the “Company”) will be held at 14th Floor, Yale Industrial Centre, 61-63 Au Pui Wan Street, Fotan, Hong Kong on Tuesday, 23rd May, 2006 at 10:00 a.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st December, 2005.
2. To re-elect directors and to authorise the board of directors of the Company (“Board of Directors”) to fix the directors’ remuneration.
3. To re-appoint Grant Thornton as the auditors and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and if thought fit, pass the following resolutions as ordinary resolutions:

A. **“THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers to allot, issue and deal with the new additional shares in the capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire

shares of the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

B. “THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. **“THAT** conditional upon Resolutions 4A and 4B being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 4B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4A above.”

On behalf of the board
Chan Kwok Yuen, Elvis
Company Secretary

Hong Kong, 28th April, 2006

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of, a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited with the Company’s branch share registrar in Hong Kong, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (3) Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

The procedures by which the Shareholders may demand a poll at the AGM of the Company are set out in this Appendix.

Pursuant to Article 66 of the Articles, a resolution put to vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Pursuant to Article 67, unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.