



# **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)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Kiu Hung International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to be held at 14th Floor, Yale Industrial Centre, 61- 63 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Friday, 7 December 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

### **ORDINARY RESOLUTION**

“**THAT**

- (a) the supplemental agreement (the “**Supplemental Shareholders Agreement**”, a copy of which has been produced at the Meeting and signed by the chairman of the Meeting for the purpose of identification) dated 2 October 2007 and entered into between the Group, Marketing Resource Group, Inc. (“**Marketing Resource**”) and Bruce Warren Solly (“**Mr. Solly**”) to amend certain terms of the shareholders agreement (the “**Shareholders Agreement**”) dated 25 October 2006 and entered into between the Group, Marketing Resource and Mr. Solly, which sets out the respective rights and obligations of the shareholders of Marketing Resource and the arrangements between them with respect to the ownership, management and operations of Marketing Resource and the transactions contemplated thereunder, be and are hereby approved;
- (b) the transactions (the “**Revised Marketing Resource Transactions**”) to be entered into between Toland International Limited (“**Toland**”) and Marketing Resource for the sale and purchase of flags, home accessories, garden gifts and home decorative gifts products from time to time pursuant to the terms and conditions of the Shareholders Agreement, the Supplemental Shareholders Agreement and the agreement dated 31 October 2006 as supplemented by the supplemental agreement dated 9 November 2006 entered into between Toland and Marketing Resource in relation to the sale and purchase of flags, home accessories, garden gifts and home decorative gifts products, be and are hereby approved; and

- (c) the directors (the “**Directors**”) of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Supplemental Shareholders Agreement and the Revised Marketing Resource Transactions contemplated thereunder.”

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

Hong Kong, 20 November 2007

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*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

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. 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.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the board of directors of the Company consists of three executive Directors, Mr. Hui Kee Fung, Mr. Hui Ki Yau and Madam Hui Hung Tan, Teresa and three independent non-executive Directors, Mr. Peng Guanghui, Mr. Kung King Ching, Conrad and Mr. Tang Rongzu.*