



Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 304)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Peace Mark (Holdings) Limited (the “Company”) will be held on Friday, 22 December 2006 at 2:00 p.m. at Unit 4, 12th Floor, Cheung Fung Industrial Building, 23-39 Pak Tin Par Street, Tsuen Wan, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, as ordinary resolutions:–

ORDINARY RESOLUTIONS

- (1) “**THAT** the grant of an option to Mr. Chau Cham Wong, Patrick under the share option scheme of the Company adopted on 24 January 2002 (the “Share Option Scheme”), which would entitle him to subscribe for an aggregate of 19,800,000 shares in the share capital of the Company at HK\$5.37 per share and on terms and conditions as set out in the circular of the Company dated 27 November 2006 (the “Circular”, a copy of which marked “A” is authorized to this meeting and for the purpose of identification signed by the Chairman hereof) be and is hereby approved and any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of options.”
- (2) “**THAT** the grant of an option to Mr. Leung Yung under the Share Option Scheme, which would entitle him to subscribe for an aggregate of 19,800,000 shares in the share capital of the Company at HK\$5.37 per share and on terms and conditions as set out in the Circular be and is hereby approved and any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of options.”

By the Order of the Board

Fong Ho Yan

Company Secretary

Hong Kong, 27 November 2006

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business:–*
Unit 3, 12th Floor
Cheung Fung Industrial Building
23-39 Pak Tin Par Street
Tsuen Wan
Hong Kong

Notes:

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. Any member entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the 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 Company's principal place of business at Unit 3, 12th Floor, Cheung Fung Industrial Building, 23-39 Pak Tin Par Street, Tsuen Wan, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the branch share register of members of the Company in respect of the joint holding.
7. Mr. Chau Cham Wong, Patrick, Mr. Leung Yung, their respective associates (as defined in the Listing Rules) shall abstain from voting, and all other connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in favour, in relation to the ordinary resolutions as set out in this notice at the meeting convened by the above notice.

As at the date of this notice, the executive directors of the Company are Mr. Chau Cham Wong, Patrick, Mr. Leung Yung, Mr. Tsang Kwong Chiu, Kevin, Mr. Man Kwok Keung and Mr. Cheng Kwan Ling. The independent non-executive directors of the Company are Ms. Susan So, Mr. Kwok Ping Ki, Albert, Mr. Tang Yat Kan, Mr. Wong Yee Sui, Andrew and Mr. Mak Siu Wing, Clifford.

Please also refer to the published version of this announcement in South China Morning Post.