



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 (“SGM”) of Peace Mark (Holdings) Limited (the “Company”) will be held on Monday, 12 June, 2006 at 10:00 a.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 resolution, as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

THAT:

the call option agreement in relation to Peace Mark Tourneau (Holdings) Limited (“**Peace Mark Tourneau**”) dated 2 May 2006 (the “**Extended Option Agreement**”, a copy of which has been produced to the meeting and marked “A”) entered into among Peace Mark China Investment Limited, Tourneau Investment LLC and Peace Mark Tourneau be and is hereby approved, ratified and confirmed, and any one director of the Company be and is hereby authorized to do all such acts and things and execute all documents, as he/she may in his/her absolute discretion consider necessary or desirable to give effect to the Extended Option Agreement and the transactions contemplated thereunder.

By the Order of the Board
Fong Ho Yan
Company Secretary

Hong Kong, 24 May 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 shareholder entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, in the event of the poll and, subject to the provisions of the bye-laws of the Company, vote on his behalf. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited with the Company's branch share registrar in Hong Kong, Secretaries Limited at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or adjourned meeting.
3. The chairman of the SGM will exercise his/her right under the bye-laws of the Company to demand the ordinary resolution as set out above to be determined by way of a poll.

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 SCMP Classified.